

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

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **000-51372**

**Omega Flex, Inc.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of  
incorporation or organization)

**23-1948942**

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

**451 Creamery Way, Exton, PA**

(Address of principal executive offices)

**19341**

(Zip Code)

Registrant's telephone number, including area code

**610-524-7272**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

**Common**

Name of each exchange on which registered

**NASDAQ Global Market**

Securities registered pursuant to section 12(g) of the Act:

**Not applicable**

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

[X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," and "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ] Smaller reporting company [ ] Emerging Growth Company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act Yes [ ] No [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [**X**]

The aggregate market value of voting and non-voting common shares held by non-affiliates of the registrant as of June 30, 2018, the last business day of the second quarter of 2018, was \$228,182,748.

The number of shares of common stock outstanding as of March 1, 2019 was 10,091,822.

#### DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III (Items 10, 11, 12, 13, and 14) is incorporated by reference from the registrant's definitive proxy statement (to be filed pursuant to Regulation 14A) for the 2019 annual meeting of shareholders to be held on June 11, 2019.

**Omega Flex, Inc.**  
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## **PART I**

### **Item 1 - BUSINESS**

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*Certain statements in this Annual Report on Form 10-K that are not historical facts -- but rather reflect our current expectations concerning future results and events -- constitute forward-looking statements. The words "believes," "expects," "intends," "plans," "anticipates," "intend," "estimate," "potential," "continue," "hopes," "likely," "will," and similar expressions, or the negative of these terms, 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, Inc., 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 annual report statement. We undertake no obligation to update 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.*

### **GENERAL**

#### **DESCRIPTION OF OUR BUSINESS**

##### **Overview of the Company**

Omega Flex, Inc. (Omega Flex) is a leading manufacturer of flexible metal hose, and is currently engaged in a number of different markets, including construction, manufacturing, transportation, petrochemical, pharmaceutical and other industries.

The Company's business is managed as a single operating segment that consists of the manufacture and sale of flexible metal hose and accessories. The Company's products are concentrated in residential and commercial construction, and general industrial markets, with a comprehensive portfolio of intellectual property and patents issued in various countries around the world. The Company's primary product, flexible gas piping, is used for gas piping within residential and commercial buildings. Through its flexibility and ease of use, the Company's TracPipe® and TracPipe® CounterStrike® flexible gas piping, along with its fittings distributed under the trademarks AutoSnap® and AutoFlare®, allows users to substantially cut the time required to install gas piping, as compared to traditional methods. The Company's products are primarily manufactured at its Exton, Pennsylvania facilities in the United States, and in Banbury, Oxfordshire in the United Kingdom. A majority of the Company's sales across all industries are generated through independent outside sales organizations such as sales representatives, wholesalers and distributors, or a combination of both. The Company has a broad distribution network in North America and to a lesser extent in other global markets.

##### **Industry Overview**

The flexible metal hose industry is highly fragmented and diverse, with over 10 companies producing flexible metal hose in the United States, and at least that many in Europe and Asia. Because of its simple and ubiquitous nature, flexible metal hose can be applied and has been applied to a number of different applications across a broad range of industries.

The major market categories for flexible metallic hose include (1) automotive, (2) aerospace, (3) residential, commercial, and institutional construction, and (4) general industrial. Omega Flex participates in the latter two markets for flexible metallic hose. The residential and commercial construction markets utilize corrugated stainless steel tubing (CSST) primarily for flexible gas piping, double containment piping for conveying diesel fuel and gasoline from a storage tank to a dispenser or back-up generator. The Company utilizes corrugated copper

tubing for medical gases in medical care facilities, including hospitals, clinics, dental and veterinary offices and long-term care facilities. The general industrial market includes all of the processing industries, the most important of which include primary steel, petrochemical, pharmaceutical, and specialty applications for the transfer of fluids at both extremely low and high temperatures, (such as the conveying of cryogenic liquids) and a highly fragmented Original Equipment Manufacturers (OEM) market, as well as the maintenance and repair market.

None of our competitors appear to be dominant in more than one market. We are a leading supplier of flexible metal hose in each of the markets in which we participate. Our assessment of our overall competitive position is based on several factors. The flexible gas piping market in the U.S. is currently concentrated in the residential housing market. Based on the reports issued by the national trade groups on housing construction, the level of acceptance of flexible gas piping in the construction market, and the average usage of flexible gas piping in a residential building, we believe that we are able to estimate with a reasonable level of accuracy the size of the total gas piping market. In addition, the Company is a member of an industry trade group comprised of the largest manufacturers of CSST in the United States, which compiles and distributes sales volume statistics for its members relative to flexible gas piping. Based on our sales and the statistics described above, the Company believes it can estimate its position within that market. For other applications, industry trade groups collect and report data related to these markets, and we can then compare and estimate our status within that group as a whole. In addition, the customer base for the products that we sell, and the identity of the manufacturers aligned with those customers is fairly well known, which again allows the Company to extract information and estimate its market position. Lastly, the term "leading" implies a host of factors other than sales volume and market share position. It includes the range and capability of the product line, history of product development and new product launches, all of which information is in the public domain. Based on all of this information, the Company is reasonably confident that it is indeed a leader in the major market segments in which it participates.

## **Development of Business**

Incorporated in 1975 under the name of Tofle America, Inc., the Company was originally established as the subsidiary of a Japanese manufacturer of flexible metal hose. For a number of years, we were a manufacturer of flexible metal hose that was sold primarily to customers using the hose for incorporation into finished assemblies for industrial applications. We later changed our name to Omega Flex, Inc., and in 1996, we were acquired by Mestek, Inc. (Mestek).

In January 2005, Mestek announced its intention to distribute its equity ownership in our common stock to the Mestek shareholders. A registration statement for the Omega Flex common stock was filed with the Securities and Exchange Commission and the registration statement was declared effective on July 22, 2005. We also listed our common stock on the NASDAQ National Market (now the NASDAQ Global Market) under the stock symbol "OFLX", and began public trading of our common stock on August 1, 2005. All Mestek shareholders as of the record date for the distribution received one share of Omega Flex common stock for each share of Mestek common stock owned as of the record date. We are now a totally separate company from Mestek, and we do not use or share any material assets or services of Mestek in conducting our business.

Over the years, most of the Company's business has been generated from Omega Flex, Inc., and concentrated in North America, but the Company also has two foreign subsidiaries located in the United Kingdom, which are largely focused on European and other international markets. The Company also has a local subsidiary which owns the Company's Exton, Pennsylvania real estate.

## **Overview of Current Business**

### ***Products***

The Company's business is managed as a single operating segment that consists of the manufacture and sale of flexible metal hose and accessories.

The Company has had the most success within the residential construction industry with its flexible gas piping products, TracPipe®, which was introduced in 1997, and its more robust counterpart

TracPipe® CounterStrike®, which came to market in 2004. Partnered with the development of our AutoFlare® and AutoSnap® patented fittings and accessories, both have enjoyed wide acceptance due to their reliability and durability. Within the residential construction industry, the flexible gas piping products that we offer and similar products offered by our competitors have sought to overcome the use of black iron pipe that has traditionally been used by the construction industry in the United States and Canada for the piping of fuel gases within a building. Prior to the introduction of the first CSST system in 1989, nearly all construction in the United States and Canada used traditional black iron pipe for gas piping. However, the advantages of CSST in areas subject to high incidence and likelihood of seismic events had been first demonstrated in Japan. In seismic testing, the CSST was shown to withstand the stresses on a piping system created by the shifting and movement of an earthquake better than rigid pipe. The advantages of CSST over the traditional black iron pipe also include lower overall installation costs because it can be installed in long uninterrupted lines within the building.

The flexibility of the tube allows it to be bent by hand without any tools when a change in direction in the line is required. In contrast, black iron pipe requires that each bend in the pipe have a separate fitting attached. This requires the installer to thread the ends of the black iron pipe, apply an adhesive to the threads, and then screw on the fitting, all of which is labor intensive and costly, including testing and rework if the work is not done properly. As a result of these advantages, the Company estimates that CSST now commands slightly over one-half of the market for fuel gas piping in new and remodeled residential construction in the United States, and the use of rigid iron pipe, and to a lesser degree copper tubing, accounts for the remainder of the market. The Company plans to continue its growth trend by demonstrating its advantages against other technologies, in both the residential and commercial markets, in both the United States and overseas in geographic areas that have access to natural gas distribution systems.

In 2004, we introduced a new brand of flexible gas piping sold under the registered trademark "CounterStrike®". CounterStrike® is designed to be more resistant to damage from transient electrical arcing. This feature is particularly desirable in areas that are subject to high levels of lightning strikes, such as the Southeast and Ohio Valley sections of the United States. In a lightning strike, the electrical energy of the lightning can energize all metal systems and components in a building. This electrical energy, in attempting to reach ground, may arc between metal systems that have different electrical resistance, and arcing can cause damage to the metal systems. In standard CSST systems, an electrical bond between the CSST and the building's grounding electrode would address this issue, but lightning is an extremely powerful and unpredictable force. CounterStrike® CSST is designed to be electrically conductive and therefore disperse the energy of any electrical charge over the entire surface of the CounterStrike® line. In 2007, we introduced a new version of CounterStrike® CSST that was tested to be even more resistant to damage from electrical arcing than the original version, and substantially more effective than standard CSST products. As a result of its robust performance, the new version of CounterStrike® has been widely accepted in the market, and thus during 2011, the Company made the decision to sell exclusively CounterStrike® within the United States. This move demonstrated the Company's commitment to innovation and safety, and further enhanced our leadership in the marketplace.

In 2008, the Company introduced its first double containment piping product – DoubleTrac®. DoubleTrac® double containment piping has earned stringent industry certifications for its ability to safely contain and convey automotive fuels. DoubleTrac® received certification from Underwriters Laboratory, the testing and approval agency, that our product is fully compliant with UL971A, which is the product standard in the United States for metallic underground fuel piping, as well as approvals from other relevant state agencies that have more stringent testing procedures for the product. Similar to our flexible gas piping, DoubleTrac® provides advantages over older rigid pipe technologies. DoubleTrac® is made and can be installed in long continuous runs, eliminating the need for manually assembling rigid pipe junctions at the end of a pipe or at a turn in direction. In addition, DoubleTrac® has superior performance in terms of its ability to safely convey fuel from the storage tank to the dispenser, primarily because DoubleTrac® is essentially a zero permeation piping system, far exceeding the most stringent government regulations. Originally designed for applications involving automotive fueling stations running from the storage tank to the fuel dispenser, the ability of DoubleTrac® to handle a variety of installation challenges has broadened its applications to include refueling at marinas, fuel lines for back-up generators, and corrosive liquids at waste treatment plants. In short, in applications where double containment piping is required to handle potentially contaminating fluids or corrosive fluids, DoubleTrac® is engineered to handle those demanding applications.

DEF-Trac®, a complementary product which is very similar to DoubleTrac®, was brought to the marketplace in 2011. DEF-Trac® piping is specifically engineered to handle the demanding requirements for diesel emissions fluid (DEF). Recent federal regulations require all diesel engines to use DEF to reduce the particulate contaminants from the diesel combustion process. However, DEF is highly corrosive and cannot be pre-mixed with the diesel fuel. This requires that new diesel trucks and automobiles must have separate tanks built into the vehicle so that the diesel emissions fluid can be injected into the catalytic converter after the point of combustion. Similarly, a large portion of fueling stations carrying diesel fuel are now also selling DEF through a separate dispenser. In addition to being highly corrosive, DEF also has a high freezing temperature, requiring a heat trace in the piping in applications in northern areas of the United States. DEF-Trac® flexible piping is uniquely suited to handle all of these challenges, as the stainless steel inner core is corrosion resistant, and DEF-Trac® also comes with options for heat trace that is extruded directly into the wall of the product. In summary, DEF-Trac® provides a complete solution to the demanding requirements of this unique application, as such, DEF-Trac® has been met with enormous acceptance from the industry that was searching for a solution to the new environmental requirement. The advantageous market position of DEF-Trac® has leveraged the penetration of DoubleTrac® into the broader market for automotive fueling applications.

In September 2013, the Company announced that it would be releasing a newly developed fitting, AutoSnap®, as part of its flexible gas piping product line. After successfully completing all required testing by independent testing agencies, as well as extensive field trials across the United States by trained TracPipe® CounterStrike® installers, AutoSnap® was officially introduced to the market in January 2014 to wide acceptance. With its patent-pending design, the product simplified the installation process, and addressed installer preferences for both speed and ease of installation.

In January 2018, the Company announced its new product launch for MediTrac® corrugated medical tubing (“CMT”). Developed for the healthcare industry, the product can be used in hospitals, ambulatory care centers, dental, physician and veterinary clinics, laboratories, and any facility that uses medical gas. Made from a copper alloy with an exterior fire-retardant jacket, corrugated MediTrac CMT is made and sold in long continuous-length rolls. This flexibility and long lengths allows the product to be installed in health care facilities much more easily and quickly than traditional medical grade rigid copper pipe, which comes in 20 foot long sections. The MediTrac CMT can be unrolled from a spool and installed in a medical facility in one long continuous length, and can be bent by hand when a change in direction is needed. The long lengths and ability to change direction easily eliminates labor that would otherwise be needed to braze connections to connect straight sections of copper pipe or elbows or tees for changes in direction. Easy to assemble axial swaged brass fittings connect with all K, L and DWV medical tubing that is sized from  $\frac{1}{2}$ " to 2" in diameter, and provides a leak-tight seal using ordinary hand tools. The patent-pending fitting also prevents tampering or disassembly through the use of a tamper-proof sleeve that is required by the Health Care Facilities Code (NFPA 99 – 2018 edition). The use of long continuous lengths and assembly of factory-made fittings eliminates most brazing work that is typically needed for installing traditional rigid copper pipe, increasing installation efficiency and operational safety. Rated for 185 psig, MediTrac® can deliver the necessary volume of gas wherever it's needed across long distances of a large facility. A recent case study comparing the installation of rigid copper pipe and MediTrac® CMT showed that MediTrac® increases installation efficiency by a factor of five (i.e., a 500% increase in efficiency). Because the tubing is supplied cleaned and capped, MediTrac also reduces possible contamination into the medical gas system. MediTrac® has additional benefits of eliminating the costs for installation materials like brazing rods and purge gases, easier transportation of rolls of pipe as compared to 20 foot long lengths of rigid copper pipe, and reduced fire risk from reduced number of brazed connections. MediTrac is currently listed to UL 1365 and has an ASTM E84 rating of 25/50, and meets all 2018 requirements of the Health Care Facilities Code (NFPA 99 – 2018). We have completed several beta sites 2018, and full commercialization will commence in 2019.

In addition to the flexible gas piping and other previously described markets, our flexible metal hose is used in a wide variety of other applications. Our involvement in these markets is important because just as the flexible gas piping applications have sprung from our expertise in manufacturing annular metal hose, other applications may also evolve from our participation in the industry. Flexible metal hose is used in a wide variety of industrial and processing applications where the characteristics of the flexible hose in terms of its flexibility, and its ability to absorb vibration and thermal expansion and contraction, have substantial benefits over rigid piping. For example, in certain pharmaceutical processing applications, the process of developing the specific pharmaceutical

may require rapid freezing of various compounds through the use of liquefied gases, such as liquefied nitrogen, helium or Freon. The use of flexible metal tubing is particularly appropriate in these types of applications. Flexible metal hose can accommodate the thermal expansion caused by the liquefied gases carried through the hose, and the total length of the hose will not significantly vary. In contrast, fixed or rigid metal pipe would expand and contract along its length as the liquid gases passed through it, causing stresses on the pipe junctions that would over time cause fatigue and failure. Alternatively, within certain industrial or commercial applications using steam, either as a heat source or in the industrial process itself, the pumps used to transfer the liquid or steam within the system are subject to varying degrees of vibration. Additionally, flexible metal hoses can also be used as connections between the pump and the intake of the fluids being transferred to eliminate the vibration effects of the pumps on the piping transfer system. All of these areas provide opportunities for the flexible metal hose arena, and thus the Company continues to participate in these markets, as it seeks new innovative solutions which will generate additional revenue streams for the future.

### ***Manufacturing***

In each instance, whether the application is for CSST for fuel gases, flexible metal hose for handling specialty chemicals or gases, flexible double containment piping, unique industrial applications requiring the ability to withstand wide variations in temperature and vibration, or copper alloyed CMT for medical facilities, all of our success rests on our metal hose. Most of our flexible metal hoses range in diameter from 1/4" to 2" while certain applications require diameters of up to 16". All of our smaller diameter pipe (2" inner diameter and smaller) is made by a proprietary process that is known as the rotary process. The proprietary process that we use to manufacture our annular hose is the result of a long-term development effort begun in 1995. Through continuous improvement over the years, we have developed and fine-tuned the process so that we can manufacture annular flexible metal hose on a high speed, continuous process. We believe that our own rotary process for manufacturing annular corrugated metal hose is the most cost efficient method in the industry, and that our rotary process provides us with a significant advantage in many of the industries in which we participate. As a result, we are able to provide our product on a demand basis. Over the years, the Company has had great success in achieving on-time delivery performance to the scheduled ship date. The quick inventory turnover reduces our costs for in-process inventory, and further contributes to our gross margin levels. We have also improved our productivity on a historical basis.

### ***Raw Materials***

We use various materials in the manufacture of our products, primarily stainless steel for our flexible metal hose and plastics for our jacketing material on TracPipe® CounterStrike® flexible gas piping and DoubleTrac® double containment piping, as well as a copper alloy for our MediTrac® CMT. We also purchase all of our proprietary fittings for use with the TracPipe® and CounterStrike® flexible gas piping, DoubleTrac® double containment piping, and MediTrac® CMT. Although we have multiple sources qualified for all of our major raw materials and components, we have historically used only one or two sources of supply for such raw materials and components. Our current orders for stainless steel and fittings are each placed with one or two suppliers. If any one of these sources of supply were interrupted for any reason, then we would have to devote additional time and expense in obtaining the same volume of supply from our other qualified sources. This potential transition, if it were to occur, could affect our operations and financial results during the period of such transition. During 2018, the commodity prices of nickel increased compared to the prior year, while copper was reasonably flat. The Company experienced increases in most of its core components, as our vendors sought to recoup pricing and production burdens. Nickel is a prime material in stainless steel which the Company utilizes to manufacture CSST, and copper is a key component of the Company's brass fittings and our MediTrac® CMT. Fortunately, the Company was able to maintain reasonably stable margins during 2018. This was accomplished by implementing our own pricing actions to help offset the upward movements in our material costs. The supply of our main raw materials appears to be sufficient with ample volume. We believe that with our purchase commitments for stainless steel, polyethylene and for our proprietary fittings, we have adequate sources of supply for these raw materials and components. We have not had difficulty in obtaining the raw materials, component parts or finished goods from our suppliers. We believe that the supply sufficiency of stainless steel will continue until there is a reduction in global capacity, such as mine closures, which would then cause a constriction. Volatility in the commodities marketplace and competitive conditions in the sale of our products could potentially restrict us from passing along raw materials or component part price increases to our customers.

### ***Business Seasonality***

The demand for our flexible piping products that are related to construction activity including TracPipe®, Counterstrike®, DoubleTrac® and MediTrac®, may be affected by the construction industry's demand, which generally tightens during the winter months of each year due to cold and inclement weather. Accordingly, sales are usually higher in the spring, summer and fall.

### ***Customers***

We sell our products to customers scattered across a wide and diverse set of industries ranging from construction to pharmaceutical with over 9,000 customers on record. These sales channels include sales through independent sales representatives, distributors, original equipment manufacturers, direct sales, and sales through our website on the internet. We utilize various distribution companies in the sale of our TracPipe® and Counterstrike® flexible gas piping, and these distribution customers in the aggregate represent a significant portion of our business. In particular, the Company has one significant customer, Ferguson Enterprises, whose various branches had sales in the range of 13% to 15% of total sales during the period of 2016 to 2018, and was in the range of 19% to 22% of our accounts receivable balance over the last two years. All of this business is done on a purchase order basis for immediate resale commitments or stocking, and there are no long-term purchase commitments. In the event we were to lose an account, we would not expect any long-term reduction in our sales due to the broad end-user acceptance of our products. We would anticipate that in the event of a loss of any one or more distributors, that after an initial transition period, the sale of our products would resume at or near their historical levels. Furthermore, in the case of certain national distribution chains, which is the case regarding the Company's largest customer noted above, and other distributors, it is possible that there would continue to be purchasing activity from one or more regional or branch distribution customers. We sell our products within North America, primarily in the United States and Canada, and we also sell our products internationally, primarily in Europe through our manufacturing facility located in Banbury, England. Our sales outside of North America were in the range of 10% to 11% of our total sales during the last three years, with most of the sales occurring in the United Kingdom and elsewhere in Europe. We do not have a material portion of our long-lived assets located outside of the United States.

### ***Distribution of Sales***

As mentioned previously, we sell our products primarily through independent outside sales organizations, including independent sales representatives, distributors, fabricating distributors, wholesalers, and original equipment manufacturers (OEMs). We have a limited internal sales function that sells our products to key accounts, including OEMs and distributors of bulk hose. We believe that within each geographic market in which the independent sales representative, distributor or wholesaler is located that our outside sales organizations are the first or second most successful outside sales organization for the particular product line within that geographic area.

### ***Competition***

There are approximately ten manufacturers of flexible metal hose in the United States, and approximately that number in Europe and Asia. The U. S. manufacturers include Titeflex Corporation, Ward Manufacturing, Microflex, U. S. Hose, Hose Master and several smaller privately held companies. No one manufacturer, as a general rule, participates in more than two of the major market categories, automotive, aerospace, residential and commercial construction, and general industrial, with most concentrating in just one. We estimate that we are at or near the top position of the two major categories in which we participate in regards to market share. In the flexible gas piping market, the U.S. market is currently concentrated in the residential housing market. Based on the reports issued by the national trade groups on housing construction, the level of acceptance of flexible gas piping in the construction market, and the average usage of flexible gas piping in a residential building, as well as through our sales position within that market, we are able to estimate with a high level of accuracy the size of the total gas piping market. In addition, the Company is a member of an industry trade group, which compiles and distributes sales statistics for its members relative to flexible gas piping. For other applications, industry trade groups collect and report on the size of the relevant market, and we can estimate our percentage of the relevant market based on our sales as compared to the market as a whole. The larger of our two markets, the construction industry, has seen a

modest increase in the number of residential housing starts in 2018, as compared to the previous year. As discussed elsewhere, black iron pipe or copper tubing was historically used by all builders of commercial and residential buildings until the advent of flexible gas piping and changes in the relevant building codes. Since that time, flexible gas piping has taken an increasing share of the total amount of fuel gas piping used in construction.

Due to the number of applications in which flexible metal hose may be used, and the number of companies engaged in the manufacture and sale of flexible metal hose, the general industrial market is very fragmented, and we estimate that no one company has a predominant market share of the business over other competitors. In the market for double containment piping, we compete primarily against rigid pipe systems that are more costly to install than DoubleTrac® double containment piping. For medical tubing applications, the main competitor is medical grade (Type K or Type L) rigid copper pipe. MediTrac® is the only corrugated medical tubing in the United States that is approved to the stringent requirements of UL 1365. The general industrial markets within Europe are very mature and tend to offer opportunities that are interesting to us in niche markets or during periods in which a weak dollar increases the demand for our products on a competitive basis. Such has been the case for several years and has created new relationships for us. Currently, we are not heavily engaged in the manufacture of flexible metal hose for the aerospace or automotive markets, but we continue to review opportunities in all markets for our products to determine appropriate applications that will provide growth potential and high margins. In some cases, where the product offering is considered a commodity, price is the overriding competing factor. In other cases, a proprietary product offering or superior performance will be the major factors with pricing being secondary and in some cases, a non-factor. The majority of our sales are to distributors and wholesalers, and our relationships with these customers are on an arms-length basis in that neither we, nor the customers are so dependent on the other to yield any significant business advantage. From our perspective, we are able to maintain a steady demand for our products due to the broad acceptance of our products by end users, regardless of which distributor or wholesaler sells the product.

### ***Backlog***

Management does not believe that backlog figures are material to an understanding of our business because most products are shipped promptly after the receipt of orders.

### ***Intellectual Property***

We have a comprehensive portfolio of intellectual property, including approximately 240 patents issued in various countries around the world. The patents cover (a) the fittings used by the flexible gas piping to join the piping to a junction or assembly, (b) pre-sleeved CSST for use in underground applications, (c) an electrically conductive jacket for flexible gas piping that we sell under the trademark CounterStrike®, and (d) a tubing containment system for our DoubleTrac® double containment piping and CMT fittings. In combination, our AutoFlare® and AutoSnap® fittings are the leading products used with flexible gas piping because they offer a metal-to-metal seal between the fitting and the tubing, and because of their robustness and ease of use. The metal-to-metal contact provides for a longer lasting and more reliable seal than fittings which use gaskets or sealing compounds that can deteriorate over time. In applications involving fuel gases in a building, the ability to maintain the seal and prevent the leaking of such gases over long periods of time is valued by our customers. In addition, the AutoSnap® fitting provides the installer with greater ease of use by preassembling all the securing elements inside the body of the fitting. We also have received a patent for the composition of the polyethylene jacket used in our CounterStrike® flexible gas piping product, which has increased ability to dissipate electrical energy in the event of a nearby lightning strike. The tubing containment system of our DoubleTrac® double containment piping, which is also patented in the U.S. and in other countries, allows for the monitoring and collection of any liquids that may leak from the stainless steel containment layer. We have filed patent applications for the MediTrac fittings to cover the unique requirements in the United States for fittings that permanently affix the fitting to the CMT system, and provides a tamper-proof connection to the CMT system. The expiration dates for the several patents covering our AutoFlare® fittings will be expiring through 2020 and the Counterstrike® patent will expire in 2025. We currently have several patent applications pending in the United States and internationally covering improvements to our AutoFlare® fittings and our CounterStrike® polyethylene jacket, and also have a patent pending on our new AutoSnap® fitting. Finally, and as mentioned above, our unique rotary process for manufacturing flexible metal hose has been developed over the last ten years, and constitutes a valuable trade secret. In 2007, a Pennsylvania court issued a ruling that confirms our proprietary rotary manufacturing process does constitute a “trade secret”

under Pennsylvania law, and is entitled to protection against unauthorized disclosure or misappropriation.

#### ***Employees***

As of December 31, 2018, the Company had 151 employees. Most of our employees are located in our manufacturing facilities in Exton, Pennsylvania, which contain our factory personnel, engineering, finance, human resources and most of our sales staff. Our factory workforce in Exton, Pennsylvania, is not party to a collective bargaining agreement. A small amount of employees work at our facility in Houston, Texas. We also maintain an office in Middletown, Connecticut where certain management, sales and administrative personnel reside. A number of individual sales personnel are also scattered across the United States. We also maintain a manufacturing facility in Banbury, England, which contains employees of similar functions to those in the U.S., but on a much smaller scale. The sales personnel in England handle all sales and service for our products in Europe, most notably the United Kingdom, and the majority of our transactions with other international territories.

#### ***Environmental***

Our manufacturing processes do not require the use of significant quantities of hazardous substances or materials, and therefore we are able to operate our Exton facility as a “small quantity generator” under the Resource Conservation and Recovery Act, 42 U.S.C. §§ 321 *et seq.* As a result, compliance with federal, state and local environmental laws do not pose a material burden on our business, and we are not required to expend any material amounts on capital expenditures for environmental control facilities for our manufacturing facility.

#### ***Internet Website***

You may learn more about our company by visiting our website at [www.omegaflexcorp.com](http://www.omegaflexcorp.com). Among other things, you can access our filings with the Securities and Exchange Commission, which maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements. These filings include proxy statements, annual reports (Form 10-K), quarterly reports (Form 10-Q), and current reports (Form 8-K), as well as Section 16 reports filed by our officers and directors (Forms 3, 4 and 5). All of these reports will be available on the website as soon as reasonably practicable after we file the reports with the SEC. In addition, we have made available on our website under the heading “Compliance Policies” the charters for the Audit, Compensation and Nominating/Governance Committees of our Board of Directors and our Code of Business Ethics. We intend to make available on our website any future amendments or waivers to our Code of Business Ethics. The information on our website is not part of this report.

### **Item 1A – RISK FACTORS**

You should carefully consider the following risk factors and all the other information contained in this annual report and our other filings in evaluating our business and investment in our common stock. We have not disclosed general risk factors that may be applicable to any for-profit organization, such as general economic conditions, interest rates, labor supply and technological changes. Investors are cautioned to take into consideration the specific risk factors we have disclosed below and general risk factors before making an investment decision.

#### **Risk Relating to Our Business**

***We are primarily dependent on one product line for most of our sales.***

Most of the Company’s sales are derived from the sale of TracPipe® and CounterStrike® flexible gas piping systems, including Autoflare® and AutoSnap® fittings and a variety of accessories. Sales of our flexible metal hose for other applications represent a small portion of our overall sales and income. Any event or circumstance that adversely affects our TracPipe® or CounterStrike® flexible gas piping could have a greater impact on our business and financial results than if our business were more evenly distributed across several different product lines. The effects of such an adverse event or circumstance would be magnified in terms of our Company as a whole as compared to one or more competitors whose product lines may be more diversified, or who are not as reliant on the

sales generated by their respective flexible gas piping products. Therefore, risks relating to our TracPipe® and CounterStrike® flexible gas piping business – in particular loss of distributors or sales channels, technological changes, changes in applicable code requirements, loss of our key personnel involved in the flexible gas piping product line, increases in commodity prices, particularly in stainless steel and polyethylene – could pose a significant risk to our competitive position, results of operations or financial condition.

***Our manufacturing plant(s) may be damaged or destroyed.***

The majority of the company's manufacturing capacity is currently located in Exton, Pennsylvania, where we own two manufacturing facilities which are in close proximity to each other, and in Banbury, United Kingdom where we rent a manufacturing facility. On a smaller scale the Company also manufactures product in Houston, Texas. We do not have any operational manufacturing capacity for flexible metal hose outside of these locations. We cannot replicate our manufacturing methods at a supplier's facility due to the confidential and proprietary nature of our manufacturing process. If one of the manufacturing facilities were destroyed or damaged in a significant manner, we would likely experience a delay or some interruption of our flexible metal hose operations. This could lead to a reduction in sales volume if customers were to purchase their requirements from our competitors, claims for breach of contract by certain customers with contracts for delivery of flexible metal hose by a certain date, and costs to replace our destroyed or damaged manufacturing capacity. The fittings and accessories for the flexible metal hose are manufactured for us by suppliers not located in Exton, Pennsylvania, and the company also has outside warehouses which contain finished goods inventory. Disruption of or damage to our supply of these items could damage our business, competitive position, results of operations or financial condition.

***We are dependent on certain raw materials and supplies that could be subject to volatile price escalation.***

As a manufacturer of flexible metal hose, we must use certain raw materials in the manufacture of the hose. The primary raw material is stainless steel that is used in the forming of the hose, and various other steel products used in the wire braid overlay over some flexible metal hoses for additional strength and durability, as well as copper alloy for MediTrac® CMT. We also use polyethylene in pellet form for the forming and extrusion of a polyethylene jacket over CSST for use in fuel gas applications, underground installations, and other installations that require that the metal hose be isolated from the environment. Finally, we also purchase our proprietary brass fittings used with the flexible metal hose that provide a mechanical means of attaching the hose to an assembly or junction. We attempt to limit the effects of volatile raw material prices, and to ensure adequate and timely supply of material, by committing to annual purchase contracts for the bulk of our steel and polyethylene requirements, and for our fitting requirements. The contracts typically represent a significant portion of the Company's annual planned usage, and are set at a designated fixed price or a range of prices. These agreements sometimes require the Company to accept delivery of the commodity in the quantities committed, at the agreed upon prices. Transactions in excess of the pre-arranged commitments are conducted at current market prices at the Company's discretion. The Company has identified multiple qualified vendors to produce or manufacture our critical purchase requirements. The Company does however tend to rely on one or two sources for each of our primary components to leverage the relationship and pricing. Therefore, there is no assurance that the Company would be able to eliminate all or most of the adverse effects of a sudden increase in the cost of materials or key components, or that the loss of one or more of our key sources would not lead to higher costs or a disruption in our business.

***Susceptibility of litigation and significant legal costs or settlements.***

In the ordinary and normal conduct of the Company's business, it is subject to periodic lawsuits, investigations and claims (collectively, the "Claims"). The Company has continued to receive repeat pattern Claims relating to our flexible gas piping products, although the pace of the new Claims has declined. While the Company does not believe the Claims have legal merit, and has successfully defended itself vigorously against such Claims, there is no guarantee that the pace of claims will not increase or subside. Any significant increase in the number of Claims, the financial magnitude of Claims brought against the Company, the costs of defending the Claims, particularly under higher retentions of the Company's current product liability insurance policies, could have a detrimental impact on the Company's business, competitive position, results of operations or financial condition, perhaps materially.

***We face intense competition in all of our markets.***

The markets for flexible metal hose are intensely competitive. There are a number of competitors in all markets in which we operate, and generally none of these markets have one dominant competitor – rather a large number of competitors exist, each having a proportion of the total market. One or more of our competitors may develop technologies and products that are more effective or which may cost less than our current or future products, or could potentially render our products noncompetitive or obsolete. Our prior success has been due to our ability to develop new products and product improvements, and establish and maintain an effective distribution network which to some extent came at the expense of several competing manufacturers. Our business, competitive position, results of operations or financial condition could be negatively impacted if we are unable to maintain and develop our competitive products.

***We may not retain our independent sales organizations.***

Almost all of the Company's products and product lines are sold by outside sales organizations. These independent sales organizations or sales representatives are geographically dispersed in certain territorial markets across the United States, Canada and elsewhere. These outside sales organizations are independent of us, and are typically owned by the individual principals of such firms. We enter into agreements with such outside sales organizations for the exclusive representation or distribution of our products, but such agreements are generally for terms of one year or less. At the expiration of the agreement, the agent or distributor may elect to represent a different manufacturer. As a result, we have no ability to control which flexible metal hose manufacturer any such sales organization may represent or carry. The competition to retain quality outside sales organizations is also intense between manufacturers of flexible metal hose since it is these sales organizations that generally can direct the sales volume to distributors and, ultimately, contractors and installers in important markets across the country, and in other countries in which we operate. The failure to obtain the best outside sales organization within a particular geographic market can limit our ability to generate sales of our products. While we currently have a fully developed sales and distribution network of superior outside sales organizations, there can be no assurance that any one or more of the outside sales organizations will elect to remain with us, or that our competitors will not be able to disrupt our distribution network by causing one or more of our sales representatives to drop our product lines. Our business, competitive position, results of operation or financial condition could be negatively impacted if we cannot maintain adequate sales and distribution networks.

***We are dependent on certain sales channels for a significant portion of our business.***

Of the various sales channels that we use to sell our products, a significant portion of such sales are made through our wholesale stocking distributors that include Ferguson Enterprises and several other distributors. These and other distributors purchase our products, and stock the goods in warehouses for resale, either to their own local branches or to end-users. Because of the breadth and penetration of the distribution networks, and the range of complementary products they offer for sale, these wholesale distributors are able to sell large amounts of our products to end users across the United States and Canada. The decision by a major wholesaler distributor to stop distributing our products such as TracPipe® and CounterStrike® flexible gas piping, and to distribute a competitive flexible gas piping product, could significantly affect our business, competitive position, results of operations or financial condition.

***Our business may be subject to the supply and availability of fuel gas supplies and infrastructure.***

Our TracPipe® and CounterStrike® flexible gas piping products are used to convey fuel gas, primarily natural gas, but also propane, within a building from the exterior wall of the building to any gas-fired appliances within the building. Because those products are used in the transmission of fuel gas, the applications are limited to geographic areas where such fuel gas is available. Certain geographic areas of the United States and other countries do not have the infrastructure to make natural gas available. Other types of fuel gas may be used in areas where there are no natural gas pipelines, but these alternate fuel gas sources have other distribution issues that may constrict their availability. Our prospects for future growth of the TracPipe® and CounterStrike® products are largely

limited to those areas that have natural gas transmission lines available for use in residences and commercial buildings.

***If we are not able to protect our intellectual property rights, we may not be able to compete as effectively.***

We possess a wide array of intellectual property rights, including patents, trademarks, copyrights, and applications for the above, as well as trade secrets, manufacturing know-how, and other proprietary information. Certain of these intellectual property rights form the basis of our competitive advantage in the market place through a superior product design, a superior business process, superior manufacturing methods or other features that provide an advantage over our competitors. The intellectual property rights are sometimes subject to infringement or misappropriation by other organizations, and failing an amiable resolution, we may be forced to resort to legal proceedings to protect our rights in such intellectual property.

In the past, the Company has needed to protect itself and resort to legal action, in one instance regarding a trade secret, and in another where we sued a flexible gas pipe competitor for infringement on one or more of our U.S. patents covering our AutoFlare® fittings. In both instances, the Company received favorable rulings, thus solidifying the validity of our intellectual property. Although the Company has had past success, the results we may obtain from resorting to any such legal proceedings are never assured, and it is possible that an adverse decision may be delivered in any particular proceeding. As a result, we may not be able to retain the exclusive rights to utilize and practice such intellectual property rights, and one or more of our competitors could utilize and practice such intellectual property rights. This development may lessen our competitive advantage vis-à-vis one or more competitors, and lead to a reduction in sales volume in one or more product lines, a reduction in profit margin in such product lines, or both.

***If we were to lose the services of one or more of our senior management team, we may not be able to execute our business strategy***

Our future success depends in a large part upon the continued service of key members of our senior management team. The senior executives are critical to the development of our products and our strategic direction, and have a keen knowledge of business operations and processes. Their unique abilities, experience and expertise cannot be easily duplicated or replaced. As much as possible, senior executives strive to educate and develop other layers of staff and succession planning, but the loss of any of our senior management could seriously harm our business.

***Certain of our competitors may have greater resources, or they may acquire greater resources.***

Some of our competitors have substantially more resources than are available to us as a stand-alone company. For example, in the CSST market, two of our competitors are divisions of large corporations with revenues measured in the billions of dollars. These competitors may be able to devote substantially greater resources to the development, manufacture, distribution and sale of their products than would be available to us as a stand-alone company. One or more competitors may acquire several other competitors, or may be acquired by a larger entity, and through a combination of resources be able to devote additional resources to their businesses. These additional resources could be devoted to product development, reduced costs in an effort to obtain market share, greater flexibility in terms of profit margin as part of a larger business organization, increased investment in plant, machinery, distribution and sales concessions. As a stand-alone company, the resources that may be devoted by us to meet any potential developments by larger, well-financed competitors may be limited.

***We may substantially increase our debt in the future, or be restricted from accessing funds.***

We are currently not carrying any long-term debt, although the Company has a line of credit facility available for use as described in Note 5 of the financial statements. We may consider borrowing funds for purposes of working capital, capital purchases, research and development, potential acquisitions and business development. If we do use credit facilities, interest costs associated with any such borrowings and the terms of the loan could potentially adversely affect our profitability. Additionally, the current line of credit has debt covenants associated with it which may restrict the level of borrowing the Company may take on. Lack of access to financing, or

desirable terms or at all, could damage our business, competitive position, results of operations or financial condition.

***Changes in the method pursuant to which the LIBOR rates are determined and potential phasing out of LIBOR after 2021 may affect our financial results.***

Borrowings under our line of credit facility bear interest at variable rates based on LIBOR. LIBOR and certain other interest “benchmarks” may be subject to regulatory guidance and/or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. The United Kingdom’s Financial Conduct Authority, which regulates LIBOR, has announced that it intends to stop encouraging or requiring banks to submit rates for the calculation of LIBOR rates after 2021, and it is unclear if LIBOR will cease to exist or if new methods of calculating LIBOR will evolve. If LIBOR ceases to exist or if the methods of calculating LIBOR change from their current form, interest rates on our current or future debt obligations may be adversely affected.

***Our business may be subject to varying demands based on market interest rates.***

Our TracPipe® and CounterStrike® flexible gas piping products are used in the construction industry, both in residential, commercial and industrial segments, for the piping of fuel gas within a building. The demand for new or remodeled construction in the construction industry – and in particular the residential construction industry – is susceptible to fluctuations in interest rates charged by banks and other financial institutions as well as consumer demand. The purchasers of new or remodeled construction generally finance the construction or acquisition of the residential, commercial or industrial buildings, and any increase in the interest rates on such financing will raise the acquisition cost of the potential purchaser. While interest rates have been reasonably low over the recent past, they have increased slightly over the last year. If costs increase significantly, a higher amount of potential buyers may not be able to support the level of financing under a higher interest rate environment. Increased acquisition costs may lead to a decline in the demand for new or remodeled construction, and as a result may also lead to a reduced demand for our products used in construction industry.

***Our business may be subject to cyclical demands.***

The demand for our products may be subject to cyclical demands in the markets in which we operate. Our customers who use our products in industrial and commercial applications are generally manufacturing capital equipment for their customers. Similarly, our TracPipe® and CounterStrike® flexible gas piping products are used primarily in residential construction, both in single-family buildings, and in larger multi-unit buildings. Should there be any change in factors that affect the rate of new residential construction, our growth rate would likely be impacted. To the extent that interest rates increase, in conjunction with an economic cycle or as part of the general economic conditions in the United States or abroad, the demand for our products in such applications may decrease as well.

***Our business may be subject to seasonal or weather related factors.***

The demand for our products may be affected by factors relating to seasonal demand for the product, or a decline in demand due to inclement weather. Our TracPipe® and CounterStrike® flexible gas piping products are installed in new or remodeled buildings, including homes, apartment buildings, office buildings, warehouses, and other commercial or industrial buildings. Generally, the rate of new or remodeled buildings in the United States and in the other geographic markets in which we are present decline in the winter months due to the inability to dig foundations, problems at the job site relating to snow, or generally due to low temperatures and stormy weather. As the rate of construction activity declines during the winter, the demand for our corrugated stainless steel tubing may also decrease or remain static.

***The concentration of ownership of our common stock may depress its market price.***

Approximately 71% of the issued and outstanding common stock is owned or controlled by inside affiliated parties to the Company, with the largest being: The Estate of John E. Reed, Stewart B. Reed, Kevin R. Hoben and

Mark F. Albino. Stewart B. Reed currently serves on the Board of Directors, where he presided as Chairman until December 2018, and Mr. Hoben and Mr. Albino also serve on the Board of Directors, and are officers of the Company. Mr. Hoben was elevated to Chairman in December 2018. This concentration of ownership may have the effect of reducing the volume of trading of the common stock on the NASDAQ, which could result in lower prices for the common stock because there is not a sufficient supply of shares to create a vibrant market for our shares on the NASDAQ.

The concentration of ownership of common stock could exert significant influence over matters requiring shareholder approval, including takeover attempts.

Because of their significant ownership of our common stock, our officer and directors and their respective affiliates may, as a practical matter, be able to exert influence over matters requiring approval by our shareholders, including the election of directors and the approval of mergers or other business combinations. This concentration also could have the effect of delaying or preventing a change in control of the Company.

#### ***The impact of currency volatility.***

The Company has operations in the United Kingdom, and does business transactions elsewhere in the world outside of the United States. While the magnitude of these transactions outside of the United States have thus far not been significant, and typically not in currencies of high volatility, it is possible that they could be material. In June 2016, the United Kingdom made the decision to leave the European Union, an event commonly known as Brexit. As a result of Brexit, and the political and economical uncertainty that ensued, the British Pound weakened in comparison to other currencies. This in turn had a direct negative impact on the Company's financial statements and results, as we experienced losses when settling transactions in other currencies, and experienced unfavorable results due to the translation of financial statements with a lower exchange rate. During 2017 and 2018 the impact of currency volatility on the financial statements was not as severe, but going forward, it is possible that the British Pound, other currencies that we engage in, or even the US Dollar may weaken, and materially impact the financial position, operations and liquidity of the Company.

#### ***Cybersecurity.***

In recent years, the topic of cybersecurity, or the lack thereof, has been an issue of high concern. The Company currently maintains a robust firewall and other safeguards to either prevent or detect against nefarious actors looking to breach or infiltrate our data, and has backup systems in place. The Company's website is housed and maintained by a third party who maintain their own controls. The Company currently has a very low volume of sales coming through the internet, and processes very few credit card transactions. While it currently appears that the Company has a low level of risk related to cybercrime, the vulnerability still exists and could affect the Company negatively.

#### ***Brexit.***

The Company's main operating subsidiary, Omega Flex Limited, is headquartered in Banbury, England. The result of the referendum held by the United Kingdom to withdraw from the European Union ("Brexit") has created a level of uncertainty regarding the final terms of that withdrawal that has not yet been agreed upon by the United Kingdom and the European Union. If there are no negotiated terms of withdrawal reached by the parties by March 29, 2019 (the Brexit deadline), then one possible result of that impasse could be the re-imposition of border and customs controls on the movement of people and goods between the United Kingdom and European Union, and the rest of the world. These border and customs controls could increase costs on materials imported into the United Kingdom and finished goods exported from the United Kingdom. In addition, it is possible that logistical delays created by those controls could delay shipments of materials and supplies into the Banbury manufacturing plant, and could also affect our ability to ship goods to customers outside of the UK, into the European Union, Africa, and the Near East. Omega Flex Limited has stockpiled materials and supplies for its manufacturing operations in Banbury ahead of the Brexit deadline, and are positioned to stage some finished goods inventory in warehouses in the European Union, in an attempt to cushion the possible impact of the re-imposition of boarder and customs' controls. Most of the business of Omega Flex Limited is domestic, and should therefore not be unduly disrupted. However,

the macroeconomic effects of Brexit on the economies of the United Kingdom and the European Union are unknown, and those effects could dampen economic activity and the overall demand for the Company's products in those markets. However, it is not expected that increased costs, logistical delays, nor possible economic declines in those markets would be material to the Company.

***Our business may be subject to macroeconomic effects caused by increased trade tariffs and reduced international trade.***

Recent events have caused various governments around the world to impose increased trade tariffs on imported goods. These increased tariffs may cause the cost of materials to rise and may add additional expense on exported goods. However, the company does not believe that increased tariffs will materially affect the company's sales or operating margins, as most of the raw materials and supplies used to manufacture our products are sourced domestically in the United States. Further, exports of our flexible gas piping products from our Exton, Pennsylvania facility are primarily to Canada, which recently agreed to a revised North American trade treaty, and to a lesser extent to the Caribbean and South America. Sales to Europe, Asia and Africa are primarily handled from our Banbury, England facility, which are not affected by U.S. trade tariffs and retaliatory tariffs, but may be subject to other constraints as discussed in the **Brexit** risk factor, above.

**Item 1B – UNRESOLVED STAFF COMMENTS**

None.

**Item 2 - PROPERTIES**

The Company utilizes two facilities in Exton, Pennsylvania, which is located about one hour west of Philadelphia. One facility which is owned by the Company, contains about 83,000 square feet of manufacturing and office space. The other facility which is located nearby provides another 30,000 square feet of space, mostly used for manufacturing. The Company previously had a rental agreement running through January 2018 for this facility, but in early 2017 consummated an agreement to purchase the land and structure for cash. The majority of the manufacturing of our flexible metal hose is performed at the Exton facilities. Also within the US, the Company leases a facility in Houston, Texas, which contains manufacturing, stocking and sales operations, and a corporate office located in Middletown, Connecticut. In the United Kingdom, the Company rents a facility in Banbury, England, which manufactures products and serves sales, warehousing and operational functions as well.

**Item 3 - LEGAL PROCEEDINGS**

In the ordinary and normal conduct of the Company's business, it is subject to periodic lawsuits, investigations and claims (collectively, the "Claims"). Most of the Claims, including a putative class-action claim, relate to potential lightning damage to our flexible gas piping products, which impact legal and product liability related expenses. The Company does not believe the Claims have legal merit, and therefore has commenced a vigorous defense in response to the Claims. It is possible that the Company may incur increased litigation costs in the future due to a variety of factors, including a higher numbers of Claims, higher legal costs, and higher insurance deductibles or retentions.

In 2010, the Company took its first Claim to trial in Pennsylvania, and the jury returned a verdict that the Company was not negligent in designing and selling the TracPipe® product, but also returned a verdict for plaintiff on strict liability. The Company appealed that portion of the verdict, and in December 2014, the Supreme Court of Pennsylvania ruled in favor of the Company, and returned the case to the trial court for further hearings. The cash bond of \$1,600,000, which was previously included in Other Long Term Assets and posted as security for a subsequent appeal, was returned to the Company in May 2018. This case was finally settled and closed on August 7, 2018.

In March 2017, a putative class action case was re-filed against the Company and other parties in Missouri state court after the predecessor case was dismissed without prejudice by the federal court. The Company successfully removed the case to federal court and is currently vigorously defending the case.

The Company has in place commercial general liability insurance policies that cover most Claims, which are subject to deductibles or retentions, ranging primarily from \$25,000 to \$1,000,000 per claim (depending on the terms of the policy and the applicable policy year), up to an aggregate amount. Litigation is subject to many uncertainties and management is unable to predict the outcome of the pending suits and claims. The potential liability for a given claim could range from zero to a maximum of \$1,000,000, depending upon the circumstances, and insurance deductible or retention in place for the respective claim year. The aggregate maximum exposure for all current open Claims as of December 31, 2018 is estimated to not exceed approximately \$1,700,000, which represents the potential costs that may be incurred over time for the Claims within the applicable insurance policy deductibles or retentions. From time to time, depending upon the nature of a particular case, the Company may decide to spend in excess of a deductible or retention to enable more discretion regarding the defense, although this is not common. It is possible that the results of operations or liquidity of the Company, as well as the Company's ability to procure reasonably priced insurance, could be adversely affected by the pending litigation, potentially materially. The Company is currently unable to estimate the ultimate liability, if any, that may result from the pending litigation, or potential litigation from future claims or claims that have not yet come to our attention, and accordingly, the liability in the consolidated financial statements primarily represents an accrual for legal costs for services previously rendered, and outstanding or anticipated settlements for Claims. The liabilities recorded on the Company's books at December 31, 2018 and December 31, 2017 were \$150,000 and \$175,000, respectively, and are included in Other Liabilities.

#### **Item 4 – MINE SAFETY DISCLOSURES**

The Company does not have any disclosures applicable to mine safety.

## **PART II**

#### **Item 5 - MARKET FOR REGISTRANT'S COMMON EQUITY, AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

##### **Common Stock**

Our common stock is listed on the NASDAQ Global Market, under the symbol OFLX. The number of shareholders of record as of December 31, 2018, based on inquiries of the registrant's transfer agent, was 354. For this purpose, shareholders whose shares are held by brokers on behalf of such shareholders (shares held in "street name") are not separately counted or included in that total.

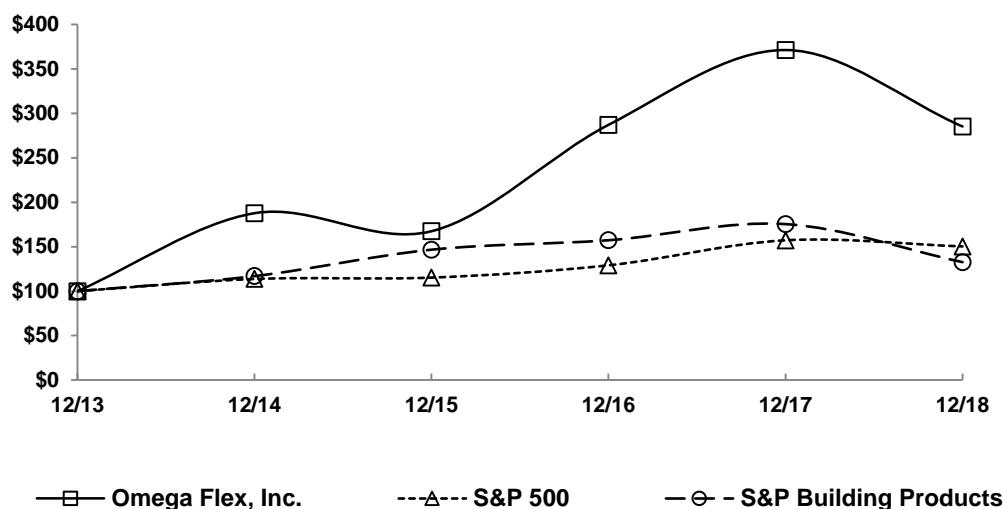
##### **Shareholder Return Performance Presentation**

*The Shareholder Return Performance Presentation shall not be deemed to be "soliciting material" or subject to Regulations 14A or 14C of the Securities and Exchange Commission or to the liabilities of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") and shall not be deemed incorporated by reference by any general statement incorporating by reference this annual report into any filing under the Securities Act of 1933 or under the Exchange Act, and shall not otherwise be deemed filed under such Acts.*

The following graph shows the changes on a cumulative basis in the total shareholder return on the Omega Flex common stock, and compares those changes in shareholder return with the total return on the S&P 500 Index and the total return on the S&P 500 Building Products Index. The graph begins with a base value of \$100 on December 31, 2013, and shows the cumulative changes over the last five years, ending on December 31, 2018. The graph assumes \$100 was invested on December 31, in each of the three alternatives, and that all dividends have been reinvested.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Omega Flex, Inc., the S&P 500 Index  
and the S&P Building Products Index



\*\$100 invested on 12/31/13 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

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Company / Index	Base Period 12/31/13	Indexed Returns – Year Ending					
		12/13	12/14	12/15	12/16	12/17	12/18
Omega Flex, Inc.	100.00	187.70	167.44	287.09	371.24	285.24	
S&P 500	100.00	113.69	115.26	129.05	157.22	150.33	
S&P Building Products	100.00	116.93	146.65	157.28	175.41	132.65	

### Dividends

The Company currently has a policy of paying regular quarterly dividends, which is expected to continue. In addition, the Company may pay special dividends from time to time, as we did during January 2017.

The Board, in its sole discretion, has a general policy of reviewing the cash needs of the Company from time to time, and based on results of operations, financial condition and capital expenditure plans, possible acquisitions, as well as other factors that the Board may consider relevant, determining on a quarterly basis whether to declare a regular quarterly dividend, or a special dividend.

## **Item 6 - SELECTED FINANCIAL DATA**

Selected financial data for the Company for each of the last five years is shown in the following table, which is derived from and should be read in conjunction with the Consolidated Financial Statements included elsewhere in this report.

### **SUMMARY OF FINANCIAL POSITION** - as of December 31,

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(dollars in thousands except per share data)				
Total assets	\$86,836	\$77,091	\$70,562	\$66,274	\$55,138
Working capital	\$55,217	\$45,372	\$36,941	\$33,139	\$26,747
Shareholders' equity	\$66,321	\$56,069	\$46,061	\$41,154	\$33,969
Dividends declared per share	\$0.94	\$0.66	\$0.85	\$0.85	\$0.49

### **SUMMARY OF OPERATIONS** - for the years ended December 31,

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(dollars in thousands except per share data)				
Net Sales	\$108,313	\$101,799	\$94,051	\$93,278	\$85,219
Net Income attributable to Omega Flex, Inc.(1)	\$20,139	\$15,662	\$14,377	\$15,788	\$13,462
Basic and Diluted Earnings per Common Share	\$2.00	\$1.55	\$1.42	\$1.56	\$1.33

- (1) Total Net Income for these periods was \$20,277, \$15,846, \$14,546, \$15,961 and \$13,605, respectively. The difference is attributable to the Net Income - Noncontrolling Interest.

## **Item 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This report contains forward-looking statements, which are subject to inherent uncertainties. These uncertainties include, but are not limited to, variations in weather, changes in the regulatory environment, customer preferences, general economic conditions, increased competition, the outcome of outstanding litigation, and future developments affecting environmental matters. All of these are difficult to predict, and many are beyond the ability of the Company to control.*

*Certain statements in this Annual Report on Form 10-K that are not historical facts, but rather reflect the Company's current expectations concerning future results and events, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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 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 10-K. The Company undertakes no obligation to update 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.*

## **OVERVIEW**

The Company is a leading manufacturer of flexible metal hose, and is currently engaged in a number of different markets, including construction, manufacturing, transportation, petrochemical, pharmaceutical and other industries.

The Company's business is managed as a single operating segment that consists of the manufacture and sale of flexible metal hose and accessories. The Company's products are concentrated in residential and commercial construction, and general industrial markets, with a comprehensive portfolio of intellectual property and patents issued in various countries around the world. The Company's primary product, flexible gas piping, is used for gas piping within residential and commercial buildings. Through its flexibility and ease of use, the Company's TracPipe® and TracPipe® CounterStrike® flexible gas piping, along with its fittings distributed under the trademarks AutoSnap® and AutoFlare®, allows users to substantially cut the time required to install gas piping, as compared to traditional methods. The Company's newest product line MediTrac® corrugated medical tubing is used for piping medical gases (oxygen, nitrogen, nitrous oxide, carbon dioxide, and medical vacuum) in health care facilities. Building on the recognized strengths and strategies employed in the flexible gas piping market, MediTrac® can be used in place of rigid copper pipe, and due to its long continuous lengths and flexibility, it can be installed approximately five times faster than rigid copper pipe, saving on installation labor and construction schedules. The Company's products are manufactured at its Exton, Pennsylvania facilities in the United States, and in Banbury, Oxfordshire in the United Kingdom. A majority of the Company's sales across all industries are generated through independent outside sales organizations such as sales representatives, wholesalers and distributors, or a combination of both. The Company has a broad distribution network in North America and to a lesser extent in other global markets.

## **CHANGES IN FINANCIAL CONDITION**

The Company's cash balance of \$32,392,000 at December 31, 2018, decreased \$5,546,000 (14.6%) from the \$37,938,000 balance at December 31, 2017. The primary reasons for the decrease were that the Company used cash to purchase short-term investments of \$35,099,000, net of proceeds from sale of \$20,155,000, for a balance of \$14,944,000 as of the end of 2018, with the purpose of earning a higher level of investment income while maintaining a minimal level of risk, and the Company also paid dividends during 2018 totaling \$9,284,000, as detailed in Note 6, "Shareholders' Equity". Lastly, the Company used funds for various capital projects, including those designated for the new MediTrac products. Those cash outflows were partially offset by income generated from operations during 2018, as well as the receipt of the \$1,600,000 cash bond described below.

Other Long Term Assets were \$1,307,000 and \$3,079,000 at December 31, 2018 and December 31, 2017, respectively, decreasing \$1,772,000 (57.6%). During May 2018, the Company received back the cash bond of approximately \$1,600,000, which was previously held as security during an appeals process as detailed in Note 10, Commitments and Contingencies.

## RESULTS OF OPERATIONS

### Twelve-months ended December 31, 2018 vs. December 31, 2017

The Company reported comparative results from operations for the twelve-month period ended December 31, 2018 and 2017 as follows:

	<u>Twelve-months ended December 31,</u> (dollars in thousands)			
	<u>2018</u>	<u>2018</u>	<u>2017</u>	<u>2017</u>
Net Sales	\$ 108,313	100.0%	\$ 101,799	100.0%
Gross Profit	\$ 66,096	61.0%	\$ 61,766	60.7%
Operating Profit	\$ 26,366	24.3%	\$ 24,217	23.8%

Net Sales. The Company's sales for the full year of 2018 were \$108,313,000, reflecting an increase of \$6,514,000, or 6.4%, over \$101,799,000 in 2017. The increase in sales resulted from an increase in unit volume, combined with higher sales prices that were necessary to help offset a rise in the Company's material costs.

Gross Profit. The Company's gross profit margins increased slightly between the two periods, at 61.0% and 60.7% for the twelve-months ended December 31, 2018 and 2017, respectively.

Selling Expenses. Selling expenses consist primarily of employee salaries and associated overhead costs, commissions, and the cost of marketing programs such as advertising, trade shows and related communication costs, and freight. Selling expense was \$17,117,000 and \$16,359,000 for 2018 and 2017, respectively, representing a year over year increase of \$758,000, or 4.6%. The increase was primarily attributable to an increase in freight and commissions, which change in conjunction with sales unit volume. For the same periods, selling expense as a percentage of net sales was 15.8% and 16.1%, respectively.

General and Administrative Expenses. General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, insurance, and corporate general and administrative services. General and administrative expenses were \$17,800,000 and \$17,897,000 for the years ended December 31, 2018 and 2017, respectively, decreasing \$97,000, or 0.5% between periods. As a percentage of net sales, general and administrative expenses were 16.4% and 17.6% for the twelve-months ended December 31, 2018 and 2017, respectively.

Engineering Expenses. Engineering expenses consist of development expenses associated with the development of new products, and costs related to enhancements of existing products and manufacturing processes. Engineering expenses increased \$1,520,000 or 46.2% between periods, being \$4,813,000 and \$3,293,000 for the years ended December 31, 2018 and 2017, respectively. The Company had ramped up spend on experimental materials during 2018, a majority of which related to the new MediTrac products. The Company also had additional staffing and consulting related charges. As a percentage of net sales for the year, engineering expenses were 4.4% in 2018 and 3.2% in 2017.

Operating Profit. Reflecting all of the factors mentioned above, operating profits increased \$2,149,000, or 8.9%, between periods, ending with a profit of \$26,366,000 in 2018, compared to \$24,217,000 in 2017.

Interest Income. Interest income is recorded on cash investments, and interest expense is recorded at times when the Company has debt amounts outstanding on its line of credit. Interest rates in general have improved in the market, and the Company has therefore been able to purchase short-term investments during 2018 which resulted in an increase of interest income in excess of those generated from last year. There was \$488,000 of interest income recorded during 2018 and \$117,000 in 2017.

**Other Income (Expense).** Other income (expense) primarily consists of foreign currency exchange gains (losses) on transactions within our foreign subsidiaries, and therefore tends to fluctuate with the strengthening and/or weakening of the British Pound. The Company recognized other expense of \$126,000 and \$38,000 during 2018 and 2017, respectively.

**Income Tax Expense.** Income tax expense was \$6,451,000 during 2018, compared to \$8,450,000 in 2017, decreasing by \$1,999,000, or 23.7%. The Company recognized a one-time tax charge of \$709,000 during the fourth quarter of 2017 primarily related to unremitted foreign earnings resulting from the change in the tax code during the end of 2017, described as the “Act”, which is outlined in Note 7, “Income Taxes”. There was also a lower tax rate in effect during 2018 attributable to the Act, which reduced the U.S. corporate tax rate from 35% to 21%, effective for the Company’s 2018 tax year. The Company’s tax provision also reflects other changes as a result of the Act, including the impact of GILTI provisions, and changes affecting the deductibility of certain executive compensation. The decrease in taxes attributable to the Act, was partially offset by higher taxes associated with an increase in income before taxes.

#### **Twelve-months ended December 31, 2017 vs. December 31, 2016**

The Company reported comparative results from operations for the twelve-month period ended December 31, 2017 and 2016 as follows:

	<b><u>Twelve-months ended December 31,</u></b> (dollars in thousands)		
	<b>2017</b>	<b>2017</b>	<b>2016</b>
Net Sales	\$ 101,799	100.0%	\$ 94,051
Gross Profit	\$ 61,766	60.7%	\$ 57,884
Operating Profit	\$ 24,217	23.8%	\$ 21,897

**Net Sales.** The Company’s sales for the full year of 2017 were \$101,799,000, reflecting an increase of \$7,748,000, or 8.2%, over \$94,051,000 in 2016. The majority of the increase was related to an increase in unit volume, combined with higher sales prices that were necessary to help offset a rise in the Company’s material costs.

**Gross Profit.** The Company’s gross profit margins decreased slightly between the two periods, at 60.7% and 61.5% for the twelve-months ended December 31, 2017 and 2016, respectively.

**Selling Expenses.** Selling expenses consist primarily of employee salaries and associated overhead costs, commissions, and the cost of marketing programs such as advertising, trade shows and related communication costs, and freight. Selling expense was \$16,359,000 and \$15,694,000 for 2017 and 2016, respectively, representing a year over year increase of \$665,000, or 4.2%. The increase was primarily attributable to an increase in freight and commissions, which change in conjunction with sales unit volume. For the same periods, selling expense as a percentage of net sales was 16.1% and 16.7%, respectively.

**General and Administrative Expenses.** General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, insurance, and corporate general and administrative services. General and administrative expenses were \$17,897,000 and \$17,108,000 for the years ended December 31, 2017 and 2016, respectively, increasing \$789,000, or 4.6% between periods. This included an increase in incentive compensation partially due to the increase in profits, and also related to the Company’s phantom stock plan, mainly resulting from an increase in the Company’s stock price. There was also an increase in insurance costs. The impact of these costs were however tempered by a decrease in legal and product liability related defense costs. As a percentage of net sales, general and administrative expenses were 17.6% and 18.2% for the twelve-months ended December 31, 2017 and 2016, respectively.

Engineering Expenses. Engineering expenses consist of development expenses associated with the development of new products, and costs related to enhancements of existing products and manufacturing processes. Engineering expenses increased \$108,000, or 3.4%, between periods, at \$3,293,000 and \$3,185,000 for the years ended December 31, 2017 and 2016, respectively. The change was primarily related to an increase in staffing. As a percentage of net sales for the year, engineering expenses were 3.2% in 2017 and 3.4% in 2016.

Operating Profit. Reflecting all of the factors mentioned above, operating profits increased \$2,320,000, or 10.6%, between periods, ending with a profit of \$24,217,000 in 2017, compared to \$21,897,000 in 2016.

Interest Income. Interest income is recorded on cash investments, and interest expense is recorded at times when the Company has debt amounts outstanding on its line of credit. There was \$117,000 of interest income recorded during 2017 and \$98,000 in 2016.

Other Expense. Other income (expense) primarily consists of foreign currency exchange gains (losses) on transactions with Omega Flex Limited, our United Kingdom (“UK”) subsidiary. During 2016, the British Pound weakened, largely as a result of the UK’s vote to exit the European Union. As a result, the Company recognized currency related losses of \$474,000 for 2016. The British Pound stabilized during 2017, and therefore the Company only recognized a loss of \$38,000 during the year.

Income Tax Expense. Income tax expense was \$8,450,000 for the full year 2017, compared to \$6,975,000 for the same period in 2016, increasing by \$1,475,000 (21.1%). As outlined in Note 7, “Income Taxes”, the Company recognized a one-time tax charge of \$709,000 during the fourth quarter of 2017 primarily related to unremitted foreign earnings resulting from the recent change in the tax code. The remainder of the increase was largely in correlation with the change in income before taxes. Excluding the previously described one-time tax charge, the Company’s effective tax rate in 2017 approximates the 2016 rate and does not differ materially from expected statutory rates.

## **COMMITMENTS AND CONTINGENCIES**

See Note 10 to the Company’s financial statements for a detailed description of Commitments and Contingencies.

## **FUTURE IMPACT OF KNOWN TRENDS OR UNCERTAINTIES**

The Company’s operations are sensitive to a number of market and extrinsic factors, any one of which could materially adversely affect the Company’s business, competitive position, results of operations or financial condition in any given year. See Item 1A, Risk Factors, for a detailed description.

## **CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES**

Note 2 of the Notes to the Consolidated Financial Statements includes a summary of the significant accounting policies and methods used in the preparation of our Consolidated Financial Statements.

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates and assumptions relate to revenue recognition, accounts receivable allowances, investment valuations, inventory valuations, goodwill valuation, product liability costs, phantom stock and accounting for income taxes. Actual amounts could differ significantly from these estimates.

Our critical accounting policies and significant estimates and assumptions are described in more detail as follows:

### **Revenue Recognition**

Effective January 1, 2018, the Company adopted the requirements of Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The standard is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services.

The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the modified retrospective approach). The Company selected the modified retrospective approach however there was no material impact which required a cumulative effect adjustment.

The principle of Topic 606 was achieved through applying the following five-step approach:

- *Identification of the contract, or contracts, with a customer* — a contract with a customer exists when the Company enters into an enforceable contract with a customer, typically a purchase order initiated by the customer, that defines each party's rights regarding the goods to be transferred and identifies the payment terms related to these goods.
- *Identification of the performance obligations in the contract* — performance obligations promised in a contract are identified based on the goods that will be transferred to the customer that are distinct, whereby the customer can benefit from the goods on their own or together with other resources that are readily available from third parties or from us. Persuasive evidence of an arrangement for the sale of product must exist. The Company ships product in accordance with the purchase order and standard terms as reflected within the Company's order acknowledgments and sales invoices.
- *Determination of the transaction price* —the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods to the customer. This would be the agreed upon quantity and price per product type in accordance with the customer purchase order, which is aligned with the Company's internally approved pricing guidelines.
- *Allocation of the transaction price to the performance obligations in the contract* — if the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. This applies to the Company as there is only one performance obligation to ship the goods.
- *Recognition of revenue when, or as, the Company satisfies a performance obligation* — the Company satisfies performance obligations at a point in time when control of the goods transfers to the customer. Determining the point in time when control transfers requires judgment. Indicators considered in determining whether the customer has obtained control of a good include:
  - The Company has a present right to payment
  - The customer has legal title to the goods
  - The Company has transferred physical possession of the goods
  - The customer has the significant risks and rewards of ownership of the goods
  - The customer has accepted the goods

It is important to note that the indicators are not a set of conditions that must be met before the Company can conclude that control of the goods has transferred to the customer. The indicators are a list of factors that are often present if a customer has control of the goods.

The Company has typical, unmodified FOB shipping point terms. As the seller, the Company can determine that the shipped goods meet the agreed-upon specifications in the contract or customer purchase order (e.g. items, quantities, and prices) with the buyer, so customer acceptance would be

deemed a formality, as noted in ASC 606-10-55-86. As a result, the Company has a legal right to payment upon shipment of the goods.

Based upon the above, the Company has concluded that transfer of control substantively transfers to the customer upon shipment.

Other considerations of Topic 606 include the following:

- *Contract Costs* - costs to obtain a contract (e.g. customer purchase order) include sales commissions. Under Topic 606, these costs may be expensed as incurred for contracts with a duration of one year or less. The majority of the Company's customer purchase orders are fulfilled (e.g. goods are shipped) within two days of receipt.
- *Warranties* - the Company does not offer customers to purchase a warranty separately. Therefore there is not a separate performance obligation. The Company does account for warranties as a cost accrual and the warranties do not include any additional distinct services other than the assurance that the goods comply with agreed-upon specifications. There is no impact of warranties under Topic 606 upon the financial reporting of the Company.
- *Returned Goods* - from time to time, the Company provides authorization to customers to return goods. If deemed to be material, the Company would record a "right of return" asset for the cost of the returned goods which would reduce cost of sales. Upon adoption of Topic 606, the Company will monitor pending authorized returns of goods and, if deemed appropriate, record the right of return asset accordingly.
- *Volume Rebates (Promotional Incentives)* - volume rebates are variable (dependent upon the volume of goods purchased by our eligible customers) and, under Topic 606, must be estimated and recognized as a reduction of revenue as performance obligations are satisfied (e.g. upon shipment of goods). Also under Topic 606, to ensure that revenue recognized would not be probable of a significant reversal, the four following factors are considered:
  - The amount of consideration is highly susceptible to factors outside the Company's influence.
  - The uncertainty about the amount of consideration is not expected to be resolved for a long period of time.
  - The Company's experience with similar types of contracts is limited.
  - The contract has a large number and broad range of possible consideration amounts.

If it was concluded that the above factors were in place for the Company, it would support the probability of a significant reversal of revenue. However, as none of the four factors apply to the Company, promotional incentives are recorded as a reduction of revenue based upon estimates of the eligible products expected to be sold.

Regarding disaggregated revenue disclosures, as previously noted, the Company's business is controlled as a single operating segment that consists of the manufacture and sale of flexible metal hose. Most of the Company's transactions are very similar in nature, contract, terms, timing, and transfer of control of goods. As indicated within Note 2, under the caption "Significant Concentration", the majority of the Company's sales were geographically contained within North America, with the remainder scattered internationally. All performance assessments and resource allocations are generally based upon the review of the results of the Company as a whole.

#### **Accounts Receivable and Provision for Doubtful Accounts**

Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. The estimated allowance for uncollectible amounts is based primarily on specific analysis of accounts in the receivable portfolio and historical write-off experience. While management believes the allowance to be adequate, if the financial condition of the Company's customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required.

## **Investments**

The Company invests excess funds in liquid interest earning instruments including U.S. Treasury bills and bank time deposits. These investments are stated at fair value, which approximates amortized cost, and are classified as available-for-sale in accordance with Accounting Standards Codification 320, *Investments – Debt and Equity Securities* (or “ASC 320”). Investments were \$14,944,000 and \$0 as of December 31, 2018 and 2017, respectively. Maturities, from the date of purchase, were six months or less.

## **Inventories**

Inventories are valued at the lower of cost or net realizable value. The cost of inventories is determined by the first-in, first-out (FIFO) method. The Company generally considers inventory quantities beyond two years of non-usage, measured on a historical usage basis, to be excess inventory and reduces the gross carrying value of inventory accordingly.

## **Goodwill**

In accordance with Financial Accounting Standards Board (FASB) ASC Topic 350, Intangibles – Goodwill and Other, the Company performed an annual impairment test in accordance with this guidance as of December 31, 2018 and also at December 31, 2017. These analyses did not indicate any impairment of goodwill at the end of either period.

## **Stock-Based Compensation Plans**

In 2006, the Company adopted a Phantom Stock Plan (the “Plan”), which allows the Company to grant phantom stock units (Units) to certain key employees, officers or directors. The Units each represent a contractual right to payment of compensation in the future based upon the market value of the Company’s common stock. The Units follow a vesting schedule of three years from the grant date, and are then paid upon maturity. In accordance with FASB ASC Topic 718, Stock Compensation, the Company uses the Black-Scholes option pricing model as its method for determining the fair value of the Units. Further details of the Plan are provided in Note 11, to the Company’s financial statements.

## **Product Liability Reserves**

Product liability reserves represent the estimated unpaid amounts under the Company’s insurance policies with respect to existing claims. The Company uses the most current available data to estimate claims. As explained more fully under Note 10, Commitments and Contingencies, for various product liability claims covered under the Company’s general liability insurance policies, the Company must pay certain defense and settlement costs within its deductible or self-insured retention limits, ranging primarily from \$25,000 to \$1,000,000 per claim, depending on the terms of the policy in the applicable policy year, up to an aggregate amount. The Company is vigorously defending against all known claims.

## **Fair Value of Financial and Nonfinancial Instruments**

The Company measures financial instruments in accordance with FASB ASC Topic 820, Fair Value Measurements and Disclosures. The accounting standard defines fair value, establishes a framework for measuring fair value under GAAP, and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard creates a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as follows: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3 inputs

are unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability. The Company relies upon Level 1 inputs in determining the fair value of investments and the fair value of the Company's reporting unit in its annual impairment test as described in the FASB ASC Topic 350, Intangibles - Goodwill and Other.

### **Earnings per Common Share**

Basic earnings per share have been computed using the weighted-average number of common shares outstanding. For the periods presented, there are no dilutive securities. Consequently, basic and dilutive earnings per share are the same.

### **Currency Translation**

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at exchange rates prevailing on the balance sheet dates. The Statements of Operations are translated into U.S. dollars at average exchange rates for the period. Adjustments resulting from the translation of financial statements are excluded from the determination of income and are accumulated in a separate component of shareholders' equity. Exchange gains and losses resulting from foreign currency transactions are included in the Statements of Operations (other income (expense)) in the period in which they occur.

### **Income Taxes**

The Company accounts for tax liabilities in accordance with the FASB ASC Topic 740, Income Taxes. Under this method the Company recorded tax expense, related deferred taxes and tax benefits, and uncertainties in tax positions.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will either expire before the Company is able to realize the benefit, or that future deductibility is uncertain.

The FASB ASC Topic 740, Income Taxes, clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. This guidance prescribes a recognition threshold of more-likely than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements.

The Company follows the provisions of ASC 740-10 relative to accounting for uncertainties in tax positions. These provisions provide guidance on the recognition, de-recognition and measurement of potential tax benefits associated with tax positions.

The Company reflected the effects of the Tax Cuts and Jobs Act (the "Act"), in its 2017 financial statements. This included the effects of the change in the US corporate tax rate from 35% to 21% on deferred tax assets and liabilities, and a provision related to previously deferred taxes on earnings of the Company's foreign subsidiary. The Company's tax expense for the period ended December 31, 2018 includes the continuing effect of the reduction in the US corporate tax rate from 35% to 21%, effective for the Company's 2018 tax year. The Company's tax provision also reflects other changes as a result of the Act, including the impact of the Global Intangible Low Taxed Income ("GILTI") provisions, and changes affecting the deductibility of certain executive compensation.

## **LIQUIDITY AND CAPITAL RESOURCES**

Historically, the Company's primary cash needs have been related to working capital items, which the Company has largely funded through cash generated from operations.

With regards to liquidity and capital resources, the Company had a cash balance of \$32,392,000 and short-term investments of \$14,944,000 at December 31, 2018, and also has the full use of a \$15,000,000 line of credit available with Santander Bank, as discussed in detail in Note 5 to the Company's financial statements. At December 31, 2017, the Company had cash of \$37,938,000 and did not hold any short-term investments.

### **Operating Activities**

Cash provided by operating activities is net income adjusted for certain non-cash items and changes in certain assets and liabilities, such as those included in working capital.

For 2018, the Company's cash provided from operating activities was \$21,058,000, compared to \$18,048,000 of cash provided during 2017, thus increasing by \$3,010,000 between periods. For 2017, the Company's cash provided from operating activities was \$18,048,000, compared to \$14,758,000 of cash provided during 2016, thus increasing by \$3,290,000 between periods. For details of the operating cash flows refer to the consolidated statements of cash flows in Item 8. Financial Statements and Supplementary Data on page 39.

As a general trend, the Company tends to deplete cash early in the year, as significant payments are typically made for accrued promotional incentives, incentive compensation, and taxes. Cash has then historically shown a tendency to be restored and accumulated during the latter portion of the year.

### **Investing Activities**

Cash used in investing activities during 2018 and 2017 was \$16,868,000 and \$3,093,000, respectively. During 2018, cash was used to purchase short-term investments of \$35,099,000 and for capital expenditures of \$1,924,000, which was partially offset by cash received from net proceeds from the sale of short-term investments of \$20,155,000. Capital expenditures during 2018 mainly related to capital projects designated for the new MediTrac products. During 2017, cash was used solely for capital expenditures mainly related to the purchase of a 30,000 square foot facility in Exton, Pennsylvania, which required a cash outlay of approximately \$2,500,000. This facility was previously under lease through January 2018. During 2016, cash used in investing activities of \$233,000 was solely used for capital expenditures which mainly related to information technology and machinery.

### **Financing Activities**

Omega Flex, Inc. declared regular quarterly dividends in the aggregate amount of \$2,220,000 in April, and \$2,422,000 each in June, September and December 2018, which were subsequently paid in April 2018, July 2018, October 2018, and January 2019, respectively. Additionally, there was a dividend that was paid in April 2018 by the Company's foreign subsidiary, which amounted to an outlay of cash of \$491,000 to the foreign subsidiary's noncontrolling interest. Also, the Company declared regular quarterly dividends during June, September and December 2017 in the aggregate amount of \$2,220,000 each, which were subsequently paid in July 2017, October 2017, and January 2018, respectively.

Finally, the Company declared a special dividend in December 2016 in the aggregate amount of \$8,578,000, which was subsequently paid in January 2017. The variance between the 2018 and 2017 years was therefore \$3,243,000. Each of these dividends are outlined in Note 6 of the Consolidated Financial Statements. The Company had no borrowings or payments on its line of credit during 2018 or 2017.

## **Liquidity**

We believe our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next twelve months. Our future capital requirements will depend upon many factors including our rate of revenue growth, the timing and extent of any expansion efforts, and the potential for investments in, or the acquisition of any complementary products, businesses or supplementary facilities for additional capacity.

## **RECENT ACCOUNTING PRONOUNCEMENTS**

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard replaced most existing revenue recognition guidance in US GAAP once it became effective and permitted the use of either a full retrospective or retrospective with cumulative effect transition method. The updated standard became effective for the Company in the first quarter of fiscal year 2018. The Company completed its review of its customer contracts and its analysis of the impact of the disclosure requirements of ASU 2014-09 during 2017. The Company has adopted the revenue guidance effective January 1, 2018, using the modified retrospective approach. The adoption of ASU 2014-09 did not have a material impact on the Company's financial statements, and is not expected to have any material impact on an ongoing basis. Although there is no material impact on the financial statements our accounting policy for revenue recognition has been updated as described previously in Note 1 of the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. Under this ASU, lessees are required to recognize right-of-use assets and lease liabilities for all leases not considered short-term leases. By definition, a short-term lease is one in which: (a) the lease term is 12 months or less and (b) there is not an option to purchase the underlying asset that the lessee is reasonably certain to exercise. This change will result in lessees recognizing right-of-use assets and lease liabilities for most leases currently accounted for as operating leases under the legacy lease accounting guidance. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018. Early adoption is permitted. The Company will adopt the lease standard effective January 1, 2019 using the allowable option to apply the transition provisions of the new guidance at its adoption date instead of at the earliest comparative period presented in our financial statements. This will require us to disclose lease information relating to earlier periods using the currently existing guidance.

The new standard provides a number of optional practical expedients throughout the transition. The Company elected the "package of practical expedients," which permits the Company to not reassess under the new standard the Company's prior conclusions about lease identification, lease classification, and initial direct costs. The new standard also provides practical expedients for an entity's ongoing accounting. The Company elected the short-term lease recognition exemption for all leases that qualify as pursuant to the above definition. This means, for those leases that qualify, the Company will not recognize right-of-use assets or lease liabilities, and this includes not recognizing right-of-use assets or lease liabilities for existing short-term leases of those assets in transition.

The impact of adoption is expected to be an increase to the Company's operating lease assets and liabilities on January 1, 2019 of approximately \$800,000. The guidance will not have a material impact on our consolidated statements of operations and statements of cash flows.

In January 2017, the FASB amended ASC Topic 350, *Intangibles – Goodwill and Other* (issued under ASU 2017-04, "Simplifying the Test for Goodwill Impairment"). This amendment simplifies the test for goodwill impairment by only requiring an entity to perform an annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount that the carrying amount exceeds the reporting unit's fair value. Any loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendment requires adoption on January 1, 2020. The Company does not expect that the adoption of ASU 2017-04 will have a material impact on its consolidated financial statements.

Off-Balance Sheet Obligations or Arrangements

None.

**TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS**

Contractual Obligation and Commercial Commitments

The Company's primary contractual obligations as of December 31, 2018 are summarized in the following table and are more fully explained in Notes to the Consolidated Financial Statements.

Contractual Obligations	<u>Total</u>	Payments Due by Period (in thousands)			
		<u>Less than 1-year</u>	<u>1 - 3 years</u>	<u>4 - 5 years</u>	<u>After 5 year</u>
Operating Lease Obligations	\$879	\$412	\$434	\$33	\$---
Purchase Obligations	29,409	29,409	0	0	0
Other Long-Term Liabilities	84	12	24	24	24
Total Contractual Cash Obligations	\$30,372	\$29,833	\$458	\$57	\$24
	=====	=====	====	====	====

The Company is obligated to make payments related to a deferred compensation plan, as detailed in Note 10, Commitments and Contingencies, to the Company's financial statements. The timing of all of these payments are currently not known as it is contingent upon the retirement of the applicable employee(s), and therefore are not included in the above table. The total net present value of the amount of deferred compensation which is not expressed in the above table is \$390,000 at December 31, 2018, which would be paid over a period of 15 years. Additionally, as explained in Note 11, Stock Based Compensation Plans, the Company is obligated to make payments to plan participants. Due to the uncertain nature of the payments, due to numerous variables, including the potential change in stock price, and employment status of participants and any applicable forfeitures, the amounts are not disclosed in the above table. The liability associated with this Plan as of December 31, 2018 was \$1,692,000, of which \$599,000 is anticipated to be paid within the next year, and the remainder thereafter.

**Item 7A - QUANTITATATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS**

The Company does not engage in the purchase or trading of market risk sensitive instruments. The Company does not presently have any positions with respect to hedge transactions such as forward contracts relating to currency fluctuations. No market risk sensitive instruments are held for speculative or trading purposes.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Omega Flex, Inc.  
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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of Omega Flex, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Omega Flex, Inc. and its subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated March 11, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ RSM US LLP

We have served as the Company's auditor since 2010.

Blue Bell, Pennsylvania  
March 11, 2019

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of Omega Flex, Inc.

### **Opinion on the Internal Control Over Financial Reporting**

We have audited Omega Flex, Inc.'s (the Company) internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2018 consolidated financial statements of the Company and our report dated March 11, 2019 expressed an unqualified opinion.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ RSM US LLP

Blue Bell, Pennsylvania  
March 11, 2019

**OMEGA FLEX, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31,**  
(Dollars in Thousands, except Common Stock par value)

	<b>2018</b>	<b>2017</b>
<b>ASSETS</b>		
Current Assets:		
Cash and Cash Equivalents	\$ 32,392	\$ 37,938
Accounts Receivable - less allowances of \$985 and \$920, respectively	16,451	15,636
Investments	14,944	-
Inventories - Net	7,976	8,007
Other Current Assets	1,859	1,895
Total Current Assets	<u>73,622</u>	<u>63,476</u>
Property and Equipment - Net	8,378	6,998
Goodwill-Net	3,526	3,526
Deferred Taxes	3	12
Other Long Term Assets	1,307	3,079
Total Assets	<u>\$ 86,836</u>	<u>\$ 77,091</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable	\$ 2,775	\$ 2,598
Accrued Compensation	5,295	4,851
Accrued Commissions and Sales Incentives	4,264	4,284
Dividends Payable	2,422	2,220
Taxes Payable	58	568
Other Liabilities	3,591	3,583
Total Current Liabilities	<u>18,405</u>	<u>18,104</u>
Deferred Taxes	566	209
Long Term Taxes Payable	-	761
Other Long Term Liabilities	1,544	1,948
Total Liabilities	<u>20,515</u>	<u>21,022</u>
Commitments and Contingencies (Note 10)		
Shareholders' Equity:		
Omega Flex, Inc. Shareholders' Equity:		
Common Stock – par value \$0.01 Shares: authorized 20,000,000, issued 10,153,633 and outstanding 10,091,822		
at both December 31, 2018 and 2017	102	102
Treasury Stock	(1)	(1)
Paid-in Capital	10,808	10,808
Retained Earnings	56,110	45,457
Accumulated Other Comprehensive Loss	(950)	(908)
Total Omega Flex, Inc. Shareholders' Equity	<u>66,069</u>	<u>55,458</u>
Noncontrolling Interest	252	611
Total Shareholders' Equity	<u>66,321</u>	<u>56,069</u>
Total Liabilities and Shareholders' Equity	<u>\$ 86,836</u>	<u>\$ 77,091</u>

See accompanying Notes which are an integral part of the Consolidated Financial Statements.

**OMEGA FLEX, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the years ended December 31,**  
(Amounts in thousands, except earnings per common shares)

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net Sales	\$108,313	\$101,799	\$ 94,051
Cost of Goods Sold	42,217	40,033	36,167
Gross Profit	66,096	61,766	57,884
Selling Expense	17,117	16,359	15,694
General and Administrative Expense	17,800	17,897	17,108
Engineering Expense	4,813	3,293	3,185
Operating Profit	26,366	24,217	21,897
Interest Income	488	117	98
Other Expense	(126)	(38)	(474)
Income Before Income Taxes	26,728	24,296	21,521
Income Tax Expense	6,451	8,450	6,975
Net Income	20,277	15,846	14,546
Less: Net Income – Noncontrolling Interest	(138)	(184)	(169)
Net Income attributable to Omega Flex, Inc.	\$ 20,139	\$ 15,662	\$ 14,377
Basic and Diluted Earnings per Common Share	\$ 2.00	\$ 1.55	\$ 1.42
Cash Dividends Declared per Common Share	\$ 0.94	\$ 0.66	\$ 0.85
Basic and Diluted Weighted Average Shares Outstanding	10,092	10,092	10,092

See accompanying Notes which are an integral part of the Consolidated Financial Statements.

**OMEGA FLEX, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For the years ended December 31,**  
(Dollars in Thousands)

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net Income	\$20,277	\$15,846	\$14,546
Other Comprehensive Income (Loss):			
Foreign Currency Translation Adjustment	(48)	822	(1,061)
Other Comprehensive Income (Loss)	(48)	822	(1,061)
Comprehensive Income	20,229	16,668	13,485
Less: Comprehensive Income Attributable to the Noncontrolling Interest	(132)	(229)	(110)
Total Other Comprehensive Income	<u>\$20,097</u>	<u>\$16,439</u>	<u>\$13,375</u>

See accompanying Notes which are an integral part of the Consolidated Financial Statements.

**OMEGA FLEX, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**For the years ended December 31, 2018, 2017 and 2016**  
(Dollars in Thousands)

	<b>Common Stock Outstanding</b>	<b>Common Stock</b>	<b>Treasury Stock</b>	<b>Paid In Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Noncontrolling Interest</b>	<b>Shareholders' Equity</b>
Balance - December 31, 2015	10,091,822	\$ 102	(\$1)	\$ 10,808	\$ 30,656	(\$ 683)	\$ 272	\$ 41,154
Net Income					14,377		169	14,546
Cumulative Translation Adjustment						(1,002)	(59)	(1,061)
Dividends Declared					(8,578)			(8,578)
Balance - December 31, 2016	10,091,822	\$ 102	(\$1)	\$ 10,808	\$ 36,455	(\$1,685)	\$ 382	\$ 46,061
Net Income					15,662		184	15,846
Cumulative Translation Adjustment						777	45	822
Dividends Declared					(6,660)			(6,660)
Balance - December 31, 2017	10,091,822	\$ 102	(\$1)	\$ 10,808	\$45,457	(\$ 908)	\$ 611	\$ 56,069
Net Income					20,139		138	20,277
Cumulative Translation Adjustment						(42)	(6)	(48)
Dividends Declared					(9,486)		(491)	(9,977)
Balance - December 31, 2018	10,091,822	\$ 102	(\$1)	\$ 10,808	\$56,110	(\$ 950)	\$ 252	\$ 66,321

See accompanying Notes which are an integral part of the Consolidated Financial Statements.

**OMEGA FLEX, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31,**  
(Dollars in Thousands)

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Cash Flows from Operating Activities:			
Net Income	\$ 20,277	\$ 15,846	\$ 14,546
Adjustments to Reconcile Net Income to			
Net Cash Provided by Operating Activities:			
Non-Cash Compensation Expense	118	1,042	996
Depreciation and Amortization	543	502	459
Provision for Losses on Accounts			
Receivable, net of write-offs and recoveries	57	6	45
Deferred Taxes	366	72	(139)
Provision for Inventory Reserves	(105)	171	130
Changes in Assets and Liabilities:			
Accounts Receivable	(979)	(463)	1,217
Inventories	61	(699)	585
Other Assets	1,804	(40)	(1,987)
Accounts Payable	205	251	(108)
Accrued Compensation	468	490	(272)
Accrued Commissions and Sales Incentives	(11)	574	(614)
Other Liabilities	(1,746)	296	(100)
Net Cash Provided by Operating Activities	<u>21,058</u>	<u>18,048</u>	<u>14,758</u>
Cash Flows from Investing Activities:			
Purchase of Investments	(35,099)	-	-
Net Proceeds from Sale of Investments	20,155	-	-
Capital Expenditures	<u>(1,924)</u>	<u>(3,093)</u>	<u>(233)</u>
Net Cash Used In Investing Activities	<u>(16,868)</u>	<u>(3,093)</u>	<u>(233)</u>
Cash Flows from Financing Activities:			
Dividends Paid	<u>(9,775)</u>	<u>(13,018)</u>	<u>(8,578)</u>
Net Cash Used In Financing Activities	<u>(9,775)</u>	<u>(13,018)</u>	<u>(8,578)</u>
Net (Decrease) Increase in Cash and Cash Equivalents	(5,585)	1,937	5,947
Translation effect on cash	39	683	(781)
Cash and Cash Equivalents - Beginning of Year	<u>37,938</u>	<u>35,318</u>	<u>30,152</u>
Cash and Cash Equivalents - End of Year	<u>\$ 32,392</u>	<u>\$ 37,938</u>	<u>\$ 35,318</u>
<b><u>Supplemental Disclosure of Cash Flow Information</u></b>			
Cash paid for Income Taxes	<u>\$ 7,310</u>	<u>\$ 7,608</u>	<u>\$ 7,060</u>
Declared Dividend	<u>\$ 2,422</u>	<u>\$ 2,220</u>	<u>\$ 8,578</u>

See accompanying Notes which are an integral part of the Consolidated Financial Statements.

**OMEGA FLEX, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**1. BASIS OF PRESENTATION AND CONSOLIDATION**

**Description of Business**

The accompanying consolidated financial statements include the accounts of Omega Flex, Inc. (Omega) and its subsidiaries (collectively the “Company”). The Company’s audited consolidated financial statements for the years ended December 31, 2018, 2017 and 2016 have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board (FASB), and with the instructions of Form 10-K and Article 8 of Regulation S-X. All material inter-company accounts and transactions have been eliminated in consolidation.

The Company is a leading manufacturer of flexible metal hose, which is used in a variety of applications to carry gases and liquids within their particular applications. The Company’s business is controlled as a single operating segment that consists of the manufacture and sale of flexible metal hose and accessories. These applications include carrying liquefied gases in certain processing applications, fuel gases within residential and commercial buildings, medical gases in health care facilities, and vibration absorbers in high vibration applications. The Company’s flexible metal piping is also used to carry other types of gases and fluids in a number of industrial applications where the customer requires the piping to have both a degree of flexibility and/or an ability to carry corrosive compounds or mixtures, or to carry at both very high and very low (cryogenic) temperatures.

The Company manufactures flexible metal hose at its facilities in Exton, Pennsylvania, in the United States, and in Banbury, Oxfordshire in the United Kingdom, and sells its products through distributors, wholesalers and to original equipment manufacturers (“OEMs”) throughout North America, and in certain European markets.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates and assumptions relate to revenue recognition, accounts receivable allowances, investment valuations, inventory valuations, goodwill valuation, product liability costs, phantom stock and accounting for income taxes. Actual amounts could differ significantly from these estimates.

**Revenue Recognition**

Effective January 1, 2018, the Company adopted the requirements of Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The standard is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services.

The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the modified retrospective approach). The Company selected the modified retrospective approach however there was no material impact which required a cumulative effect adjustment.

The principle of Topic 606 was achieved through applying the following five-step approach:

- *Identification of the contract, or contracts, with a customer* — a contract with a customer exists when the Company enters into an enforceable contract with a customer, typically a purchase order initiated by the customer, that defines each party's rights regarding the goods to be transferred and identifies the payment terms related to these goods.
- *Identification of the performance obligations in the contract* — performance obligations promised in a contract are identified based on the goods that will be transferred to the customer that are distinct, whereby the customer can benefit from the goods on their own or together with other resources that are readily available from third parties or from us. Persuasive evidence of an arrangement for the sale of product must exist. The Company ships product in accordance with the purchase order and standard terms as reflected within the Company's order acknowledgments and sales invoices.
- *Determination of the transaction price* —the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods to the customer. This would be the agreed upon quantity and price per product type in accordance with the customer purchase order, which is aligned with the Company's internally approved pricing guidelines.
- *Allocation of the transaction price to the performance obligations in the contract* — if the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. This applies to the Company as there is only one performance obligation to ship the goods.
- *Recognition of revenue when, or as, the Company satisfies a performance obligation* — the Company satisfies performance obligations at a point in time when control of the goods transfers to the customer. Determining the point in time when control transfers requires judgment. Indicators considered in determining whether the customer has obtained control of a good include:
  - The Company has a present right to payment
  - The customer has legal title to the goods
  - The Company has transferred physical possession of the goods
  - The customer has the significant risks and rewards of ownership of the goods
  - The customer has accepted the goods

It is important to note that the indicators are not a set of conditions that must be met before the Company can conclude that control of the goods has transferred to the customer. The indicators are a list of factors that are often present if a customer has control of the goods.

The Company has typical, unmodified FOB shipping point terms. As the seller, the Company can determine that the shipped goods meet the agreed-upon specifications in the contract or customer purchase order (e.g. items, quantities, and prices) with the buyer, so customer acceptance would be deemed a formality, as noted in ASC 606-10-55-86. As a result, the Company has a legal right to payment upon shipment of the goods.

Based upon the above, the Company has concluded that transfer of control substantively transfers to the customer upon shipment.

Other considerations of Topic 606 include the following:

- *Contract Costs* - costs to obtain a contract (e.g. customer purchase order) include sales commissions. Under Topic 606, these costs may be expensed as incurred for contracts with a duration of one year or less. The majority of the Company's customer purchase orders are fulfilled (e.g. goods are shipped) within two days of receipt.
- *Warranties* - the Company does not offer customers to purchase a warranty separately. Therefore there is not a separate performance obligation. The Company does account for warranties as a cost accrual and the warranties do not include any additional distinct services other than the assurance that the goods

comply with agreed-upon specifications. There is no impact of warranties under Topic 606 upon the financial reporting of the Company.

- *Returned Goods* - from time to time, the Company provides authorization to customers to return goods. If deemed to be material, the Company would record a “right of return” asset for the cost of the returned goods which would reduce cost of sales. Upon adoption of Topic 606, the Company will monitor pending authorized returns of goods and, if deemed appropriate, record the right of return asset accordingly.
- *Volume Rebates (Promotional Incentives)* - volume rebates are variable (dependent upon the volume of goods purchased by our eligible customers) and, under Topic 606, must be estimated and recognized as a reduction of revenue as performance obligations are satisfied (e.g. upon shipment of goods). Also under Topic 606, to ensure that revenue recognized would not be probable of a significant reversal, the four following factors are considered:
  - The amount of consideration is highly susceptible to factors outside the Company’s influence.
  - The uncertainty about the amount of consideration is not expected to be resolved for a long period of time.
  - The Company’s experience with similar types of contracts is limited.
  - The contract has a large number and broad range of possible consideration amounts.

If it was concluded that the above factors were in place for the Company, it would support the probability of a significant reversal of revenue. However, as none of the four factors apply to the Company, promotional incentives are recorded as a reduction of revenue based upon estimates of the eligible products expected to be sold.

Regarding disaggregated revenue disclosures, as previously noted, the Company’s business is controlled as a single operating segment that consists of the manufacture and sale of flexible metal hose. Most of the Company’s transactions are very similar in nature, contract, terms, timing, and transfer of control of goods. As indicated within Note 2, under the caption “Significant Concentration”, the majority of the Company’s sales were geographically contained within North America, with the remainder scattered internationally. All performance assessments and resource allocations are generally based upon the review of the results of the Company as a whole.

### **Cash Equivalents**

The Company considers all highly liquid investments with an original maturity of 90 days or less at the time of purchase to be cash equivalents. Cash equivalents include investments in an institutional money market fund, which invests in U.S. Treasury bills, notes and bonds, and/or repurchase agreements, backed by such obligations. Carrying value approximates fair value. Cash and cash equivalents are deposited at various area banks, which at times may exceed federally insured limits. The Company monitors the viability of the banking institutions carrying its assets on a regular basis, and has the ability to transfer cash to various institutions during times of risk. The Company has not experienced any losses related to these cash balances, and believes its credit risk to be minimal.

### **Accounts Receivable and Provision for Doubtful Accounts**

Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. The estimated allowance for uncollectible amounts is based primarily on specific analysis of accounts in the receivable portfolio and historical write-off experience. While management believes the allowance to be adequate, if the financial condition of the Company’s customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required.

The allowance for doubtful accounts reflects our best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on any known collection issues, historical experience, and other currently available evidence. The reserve for future credits, discounts, and doubtful accounts was \$985,000 and \$920,000 as of December 31, 2018 and 2017, respectively. In regards to identifying uncollectible accounts, the Company reviews an aging report on a consistent basis to determine past due accounts, and utilizes a

well-established credit rating agency. The Company charges off those accounts that are deemed uncollectible once all collection efforts have been exhausted.

### **Investments**

The Company invests excess funds in liquid interest earning instruments including US Treasury bills and bank time deposits. These investments are stated at fair value, which approximates amortized cost, and are classified as available-for-sale in accordance with Accounting Standards Codification 320, *Investments – Debt and Equity Securities* (or “ASC 320”). Investments were \$14,944,000 and \$0 as of December 31, 2018 and 2017, respectively. Maturities, from the date of purchase, were six months or less.

### **Inventories**

Inventories are valued at the lower of cost or net realizable value. The cost of inventories is determined by the first-in, first-out (FIFO) method. The Company generally considers inventory quantities beyond two years of non-usage, measured on a historical usage basis, to be excess inventory and reduces the carrying value of inventory accordingly.

### **Property and Equipment**

Property and equipment are carried at cost. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or, for leasehold improvements, the life of the lease, if shorter. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in other income or expense for the period. The cost of maintenance and repairs is expensed as incurred; significant improvements are capitalized.

### **Goodwill**

In accordance with Financial Accounting Standards Board (FASB) ASC Topic 350, Intangibles – Goodwill and Other, the Company performed an annual impairment test in accordance with this guidance as of December 31, 2018 and also at December 31, 2017. These analyses did not indicate any impairment of goodwill at the end of either period.

### **Stock-Based Compensation Plans**

In 2006, the Company adopted a Phantom Stock Plan (the “Plan”), which allows the Company to grant phantom stock units (Units) to certain key employees, officers or directors. The Units each represent a contractual right to payment of compensation in the future based upon the market value of the Company’s common stock. The Units follow a vesting schedule of three years from the grant date, and are then paid upon maturity. In accordance with FASB ASC Topic 718, Stock Compensation, the Company uses the Black-Scholes option pricing model as its method for determining the fair value of the Units. Further details of the Plan are provided in Note 11.

### **Product Liability Reserves**

Product liability reserves represent the estimated unpaid amounts under the Company’s insurance policies with respect to existing claims. The Company uses the most current available data to estimate claims. As explained more fully under Note 10, Commitments and Contingencies, for various product liability claims covered under the Company’s general liability insurance policies, the Company must pay certain defense and settlement costs within its deductible or self-insured retention limits, ranging primarily from \$25,000 to \$1,000,000 per claim, depending on the terms of the policy in the applicable policy year, up to an aggregate amount. The Company is vigorously defending against all known claims.

### **Fair Value of Financial and Nonfinancial Instruments**

The Company measures financial instruments in accordance with FASB ASC Topic 820, Fair Value Measurements and Disclosures. The accounting standard defines fair value, establishes a framework for measuring fair value under GAAP, and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard creates a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as follows: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3 inputs are unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability. The Company relies upon Level 1 inputs in determining the fair value of investments and the fair value of the Company's reporting unit in its annual impairment test as described in the FASB ASC Topic 350, Intangibles - Goodwill and Other.

### **Advertising Expense**

Advertising costs are charged to operations as incurred and are included in selling expenses in the accompanying consolidated Statement of Operations. Such charges aggregated \$1,037,000, \$1,075,000 and \$1,047,000 for the years ended December 31, 2018, 2017, and 2016, respectively.

### **Research and Development Expense**

Research and development expenses are charged to operations as incurred. Such charges totaled \$1,531,000, \$923,000 and \$788,000 for the years ended December 31, 2018, 2017 and 2016, respectively and are included in engineering expense in the accompanying consolidated statements of operations.

### **Shipping Costs**

Shipping costs are included in selling expense on the consolidated statements of operations. The expense relating to shipping was \$2,973,000, \$2,562,000 and \$2,339,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

### **Earnings per Common Share**

Basic earnings per share have been computed using the weighted-average number of common shares outstanding. For the periods presented, there are no dilutive securities. Consequently, basic and dilutive earnings per share are the same.

### **Currency Translation**

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at exchange rates prevailing on the balance sheet dates. The Statements of Operations are translated into U.S. dollars at average exchange rates for the period. Adjustments resulting from the translation of financial statements are excluded from the determination of income and are accumulated in a separate component of shareholders' equity. Exchange gains and losses resulting from foreign currency transactions are included in the Statements of Operations (other income (expense)) in the period in which they occur.

### **Income Taxes**

The Company accounts for tax liabilities in accordance with the FASB ASC Topic 740, Income Taxes. Under this method the Company recorded tax expense, related deferred taxes and tax benefits, and uncertainties in

tax positions.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will either expire before the Company is able to realize the benefit, or that future deductibility is uncertain.

The FASB ASC Topic 740, Income Taxes, clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. This guidance prescribes a recognition threshold of more-likely than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements.

The Company follows the provisions of ASC 740-10 relative to accounting for uncertainties in tax positions. These provisions provide guidance on the recognition, de-recognition and measurement of potential tax benefits associated with tax positions.

The Company reflected the effects of the Tax Cuts and Jobs Act (the "Act"), in its 2017 financial statements. This included the effects of the change in the US corporate tax rate from 35% to 21% on deferred tax assets and liabilities, and a provision related to previously deferred taxes on earnings of the Company's foreign subsidiary. The Company's tax expense for the period ended December 31, 2018 includes the effect of the reduction in the US corporate tax rate from 35% to 21%, effective for the Company's 2018 tax year. The Company's tax provision also reflects other changes as a result of the Act, including the impact of the Global Intangible Low Taxed Income ("GILTI") provisions, and changes affecting the deductibility of certain executive compensation.

### **Other Comprehensive Income**

For the years ended December 31, 2018, 2017 and 2016, respectively, the components of other comprehensive income consisted solely of foreign currency translation adjustments.

### **Significant Concentrations**

One customer represented 13% to 15% of sales during the period from 2016 to 2018, and that same customer accounted for approximately 19% to 22% of the Accounts Receivable balance over the last three years. No other customer represented more than 10% of Accounts Receivable or Sales. Geographically, North America accounted for approximately 90% of the Company's sales during the last three years. The remaining portion of sales for each respective year was scattered among other countries, with the United Kingdom being the Company's most dominant market outside North America.

### **Subsequent Events**

The Company evaluates all events or transactions through the date of the related filing that may have a material impact on its consolidated financial statements. Refer to Note 13 of the consolidated financial statements.

### **Recent Accounting Pronouncements**

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard replaced most existing revenue recognition guidance in U.S. GAAP when it became effective and permitted the use of either a full retrospective or retrospective with cumulative effect transition method. The updated standard became effective for the Company in the first quarter of fiscal year

2018. The Company has completed its review of its customer contracts and its analysis of the impact of the disclosure requirements of ASU 2014-09. The Company adopted the revenue guidance effective January 1, 2018, using the modified retrospective approach. The adoption of ASU 2014-09 did not have a material impact on our financial statements on an on-going basis.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. Under this ASU, lessees are required to recognize right-of-use assets and lease liabilities for all leases not considered short-term leases. By definition, a short-term lease is one in which: (a) the lease term is 12 months or less and (b) there is not an option to purchase the underlying asset that the lessee is reasonably certain to exercise. This change will result in lessees recognizing right-of-use assets and lease liabilities for most leases currently accounted for as operating leases under the legacy lease accounting guidance. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018. Early adoption is permitted. The Company will adopt the lease standard effective January 1, 2019 using the allowable option to apply the transition provisions of the new guidance at its adoption date instead of at the earliest comparative period presented in our financial statements. This will require us to disclose lease information relating to earlier periods using the currently existing guidance.

The new standard provides a number of optional practical expedients throughout the transition. The Company elected the “package of practical expedients,” which permits the Company to not reassess under the new standard the Company’s prior conclusions about lease identification, lease classification, and initial direct costs. The new standard also provides practical expedients for an entity’s ongoing accounting. The Company elected the short-term lease recognition exemption for all leases that qualify as pursuant to the above definition. This means, for those leases that qualify, the Company will not recognize right-of-use assets or lease liabilities, and this includes not recognizing right-of-use assets or lease liabilities for existing short-term leases of those assets in transition.

The impact of adoption is expected to be an increase to the Company’s operating lease assets and liabilities on January 1, 2019 of approximately \$800,000. The guidance will not have a material impact on our consolidated statements of operations and statements of cash flows.

In January 2017, the FASB amended ASC Topic 350, *Intangibles – Goodwill and Other* (issued under ASU 2017-04, “Simplifying the Test for Goodwill Impairment”). This amendment simplifies the test for goodwill impairment by only requiring an entity to perform an annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount that the carrying amount exceeds the reporting unit’s fair value. Any loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendment requires adoption on January 1, 2020. The Company does not expect that the adoption of ASU 2017-04 will have a material impact on its consolidated financial statements.

### **3. INVENTORIES**

Inventories, net of reserves of \$363,000 and \$479,000, respectively, consisted of the following at December 31:

	<u>2018</u>	<u>2017</u>
	(in thousands)	
Finished Goods	\$ 4,756	\$ 5,461
Raw Materials	3,220	2,546
 Total Inventories - Net	 <u>\$ 7,976</u>	 <u>\$ 8,007</u>

#### **4. PROPERTY AND EQUIPMENT**

Property and equipment consisted of the following at December 31:

	<b>2018</b>	<b>2017</b>	<b>Depreciation and Amortization Est.</b>
	(in thousands)		<b>Useful Lives</b>
Land	\$ 1,205	\$ 1,205	
Buildings	6,452	6,293	39 Years
Leasehold Improvements	403	411	3-10 Years (Lesser of Life or Lease)
Equipment	<u>11,960</u>	<u>10,242</u>	3-10 Years
	<u>20,020</u>	<u>18,151</u>	
Accumulated Depreciation	<u>(11,642)</u>	<u>(11,153)</u>	
<b>Property and Equipment - Net</b>	<b>\$ 8,378</b>	<b>\$ 6,698</b>	

The above amounts include capital related items of \$511,000 and \$0 as of December 31, 2018 and 2017 respectively that had not yet been placed in service by the Company, and therefore no depreciation was recorded in the related periods for those assets. Depreciation and amortization expense was approximately \$543,000, \$502,000 and \$459,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

#### **5. LINE OF CREDIT**

On December 1, 2017, the Company agreed to a new Amended and Restated Revolving Line of Credit Note and Third Amendment to the Loan Agreement with Santander Bank, N.A. (the “Bank”). The Company established a line of credit facility in the maximum amount of \$15,000,000, maturing on December 1, 2022, with funds available for working capital purposes and other cash needs. The loan is unsecured. The loan agreement provides for the payment of any borrowings under the agreement at an interest rate range of either LIBOR plus 0.75% to plus 1.75% (for borrowings with a fixed term of 30, 60, or 90 days), or, Prime Rate up to Prime Rate plus 0.50% (for borrowings with no fixed term other than the December 1, 2022 maturity date), depending upon the Company’s then existing financial ratios. Currently, the Company’s ratio would allow for the most favorable rate under the agreement’s range, which would be a rate of 3.5%. The Company is also required to pay on a quarterly basis an unused facility fee of 10 basis points of the average unused balance of the note. The Company may terminate the line at any time during the five year term, as long as there are no amounts outstanding. Prior to this, the Company had been operating in adherence an agreement dated December 29, 2014, as discussed in detail in the December 31, 2017 Form 10-K.

As of December 31, 2018 and 2017, the Company had no outstanding borrowings on its line of credit, and was in compliance with all debt covenants.

#### **6. SHAREHOLDERS’ EQUITY**

As of December 31, 2018 and 2017, the Company had authorized 20,000,000 common stock shares with par value of \$0.01 per share. At these dates, the number of shares issued was 10,153,633, and the total number of outstanding shares was 10,091,822, with the 61,811 variance representing shares held in Treasury.

During 2018, the Board of Directors (the “Board”) announced regular quarterly dividends per share of \$0.22 in April, and \$0.24 in June, September and again in December, to all shareholders of record. The respective 2018 dividend payments were \$2,220,000 in April, and \$2,422,000 in July and October 2018, and January 2019. Additionally, there was a dividend that was paid in April by the Company’s foreign subsidiary, which amounted to an outlay of cash of \$491,000 to the foreign subsidiary’s noncontrolling interest.

Also during 2018, the Board approved and granted a total of 2,000 restricted stock unit awards (the “Awards”) to be allocated to the existing non-employee directors of the Company. The Awards must be approved by the shareholders’ of the Company at the annual meeting scheduled for June 11, 2019, or the Awards will be forfeited. A Form S-8 registration statement, and the restricted stock unit award agreements, were filed with the SEC on December 13, 2018. No compensation cost has been recognized through December 31, 2018.

During 2017, the Board revised its dividend policy to allow for and establish a record of paying regular quarterly dividends. In furtherance of this policy, during 2017 the Company announced in June, September, and December that the Board had approved a quarterly dividend in the amount of \$0.22 per share to all shareholders of record, amounting to the respective dividend payments of \$2,220,000 in July, October and January 2018.

On December 14, 2016, the Board declared a special dividend of \$0.85 per share to all Shareholders of record as of December 26, 2016, payable on or before January 6, 2017. The total payment to shareholders made in January 2017 was \$8,578,000.

On April 4, 2014, the Company’s Board of Directors authorized an extension of its stock repurchase program without expiration, up to a maximum amount of \$1,000,000. The original program established in December 2007 authorized the purchase of up to \$5,000,000 of its common stock. The purchases may be made from time-to-time in the open market or in privately negotiated transactions, depending on market and business conditions. The Board retained the right to cancel, extend, or expand the share buyback program, at any time and from time-to-time. Since inception, the Company has purchased a total of 61,811 shares for approximately \$932,000, or approximately \$15 per share. The Company has not made any stock repurchases since 2014.

## **7. INCOME TAXES**

### New Tax Legislation

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (the “Act”). This legislation makes significant changes in U.S. tax law including a reduction in the corporate tax rate to 21% starting in 2018 and creating a territorial tax system with a one-time mandatory tax on previously deferred foreign earnings of U.S. subsidiaries. The Act reduced the U.S. corporate tax rate from the previous rate of 35% to 21% for tax years beginning after December 31, 2017. The Company reported tax on unremitted foreign earnings in the amount of \$822,000 in its 2017 U.S. corporate income tax return. The rate of tax paid, after foreign tax credits, is 8% of the foreign earnings. Although the Company experienced higher earnings in 2018, income taxes have decreased which reflects the impact of the lower 21% tax rate in effect for 2018, and thereafter. The Act repealed the manufacturing deduction for 2018 but added a foreign derived intangible income deduction (FDII Deduction). The Act also taxes global intangible low taxes income (GILTI), but there is no net impact on the 2018 taxes after foreign tax credits. As of December 31, 2018, the Company is indefinitely invested in amounts in the foreign subsidiary in excess of the amounts that have been previously taxed.

Income tax expense consisted of the following:

	<b>December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	(in thousands)		
Federal Income Tax:			
Current	\$ 4,618	\$ 6,848	\$ 5,788
Deferred	306	48	(311)
State Income Tax:			
Current	885	667	652
Deferred	50	16	(23)
Foreign Income Tax:			
Current	575	863	791
Deferred	17	8	78
Income Tax Expense	<u>\$ 6,451</u>	<u>\$ 8,450</u>	<u>\$ 6,975</u>

Pre-tax income included foreign income of \$3,123,000, \$4,528,000 and \$3,944,000 in 2018, 2017 and 2016, respectively. During 2017, the Company was deemed to have paid a dividend out of its U.K. subsidiary of all of its unremitted earnings, resulting in incremental U.S. taxes of \$822,000.

Total income tax expense differed from statutory income tax expense, computed by applying the U.S. federal income tax rate of 21% (2018) and 35% (2017 and 2016) to earnings before income tax, as follows:

	<b>December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	(in thousands)		
Computed Statutory Income Tax Expense	\$ 5,584	\$ 8,440	\$ 7,475
State Income Tax, Net of Federal Tax Benefit	760	447	386
Foreign Tax Rate Differential	(63)	(713)	(592)
Impact of Deemed Repatriation due to Tax Reform	---	827	---
Manufacturing Deduction	---	(401)	(385)
Impact of Federal Tax Rate Reduction on Deferred Taxes	---	(118)	---
Executive Compensation Limitation	440	---	---
Foreign Derived Intangible Income Deduction	(100)	---	---
Research Credit	(143)	(47)	(33)
Increase/(Reduction) in Tax Uncertainties	---	---	(70)
Valuation Allowance for Foreign Loss Carryover	---	---	70
Other - Net	(27)	15	124
Income Tax Expense	<u>\$ 6,451</u>	<u>\$ 8,450</u>	<u>\$ 6,975</u>

A deferred income tax (expense) benefit results from temporary timing differences in the recognition of income and expense for income tax and financial reporting purposes. The components of and changes in the net deferred tax assets (liabilities) which give rise to this deferred income tax (expense) benefit for the years ended December 31, 2018 and 2017 are as follows:

	December 31,	
	2018	2017
	(in thousands)	
<b>Deferred Tax Assets:</b>		
Compensation Assets	\$ 103	\$ 98
Inventory Valuation	164	195
Accounts Receivable Valuation	232	215
Deferred Litigation Costs	12	24
Foreign Net Operating Losses	70	70
Valuation Allowance for Loss Carryover	(70)	(70)
Other	71	78
Compensation Liabilities	510	648
Total Deferred Assets	<u>\$ 1,092</u>	<u>\$ 1,258</u>
<b>Deferred Tax Liabilities:</b>		
Prepaid Expenses	(409)	(417)
Depreciation and Amortization	(1,246)	(1,038)
Total Deferred Liabilities	<u>(\\$1,655)</u>	<u>(\\$1,455)</u>
Total Deferred Tax Liability	<u>(\\$563)</u>	<u>(\\$197)</u>

Management believes it is more likely than not that the Company will have sufficient taxable income when these timing differences reverse and that the deferred tax assets will be realized with the exception of a carryover of foreign operating losses. Due to the uncertainty of future income in the foreign subsidiary, the Company has recognized a valuation allowance related to the foreign operating losses carrying forward.

The Company is currently subject to audit by the Internal Revenue Service for the calendar years ended 2015 through 2017. The Company and its Subsidiaries' state income tax returns are subject to audit for the calendar years ended 2014 through 2017.

As of December 31, 2018, the Company had no liability for unrecognized tax benefits related to various federal and state income tax matters.

## 8. LEASES

In the United States, the Company owns its main operating facility located at 451 Creamery Way in Exton, PA, and in early 2017 consummated an agreement to purchase another facility at 427 Creamery Way in Exton, which was previously under lease through January 2018. Both facilities provide manufacturing, warehousing and distribution space. The Company also leases a warehousing and distribution center in Houston, Texas, which currently provides manufacturing, stocking and sales operations. The Houston lease runs through October 2019. Additionally, the Company leases its corporate office space in Middletown, CT, with the lease term expiring in 2022.

In the United Kingdom, the Company leases a facility in Banbury, England, which serves sales, warehousing and operational functions. The lease in Banbury was effective April 1, 2006 and has a 15-year term ending in March 2021.

In addition to property rentals, the Company also leases several automobiles and a small amount of

equipment, which are included in the rent expense and in the operating lease details below.

Rent expense for operating leases was approximately \$377,000, \$393,000 and \$486,000 for the years ended December 31, 2018, 2017 and 2016, respectively. The decrease in rent expense between 2017 and 2016 largely relates to the purchase of the facility at 427 Creamery Way during February 2017, which was previously rented.

Future minimum lease payments under non-cancelable leases as of December 31, 2018 is as follows:

<b>Year Ending December 31,</b>	<b>Operating Leases</b>	
	(in thousands)	
2019	\$ 412	
2020	319	
2021	115	
2022	33	
2023	---	
Thereafter	---	
Total Minimum Lease Payments	\$ 879	

## **9. EMPLOYEE BENEFIT PLANS**

### **Defined Contribution and 401(K) Plans**

The Company maintains a qualified non-contributory profit-sharing plan (the “Plan”) covering all eligible employees. There were \$361,000, \$338,000 and \$323,000 of contributions accrued for the Plan in 2018, 2017 and 2016 respectively, which were charged to expense in those respective years.

Contributions to the Plan are defined as three percent (3%) of gross wages up to the current Old Age, Survivors, and Disability (OASDI) limit and six percent (6%) of the excess over the OASDI limit, subject to the maximum allowed under the Employee Retirement Income Security Act (ERISA). Participants vest over six years.

The Company also maintains a savings and retirement plan qualified under Internal Revenue Code Section 401(k) for all employees. Employees are eligible to participate in the Plan the first day of the month following date of hire. Participants may elect to have up to fifty percent (50%) of their compensation withheld, up to the maximum allowed by the Internal Revenue Code. After completing one year of service, the Company contributed an additional amount equal to 50% of all employee contributions, up to a maximum of 6% of an employee’s gross wages. Contributions are funded on a current basis. Contributions to the Plan charged to expense for the years ended December 31, 2018, 2017 and 2016 were \$256,000, \$227,000 and \$196,000, respectively. The participant’s Company contribution vests ratably over six years.

## **10. COMMITMENTS AND CONTINGENCIES**

### **Commitments:**

Under a number of indemnity agreements between the Company and each of its officers and directors, the Company has agreed to indemnify each of its officers and directors against any liability asserted against them in their capacity as an officer or director, or both. The Company’s indemnity obligations under the indemnity agreements are subject to certain conditions and limitations set forth in each of the agreements. Under the terms of the Agreement, the Company is contingently liable for costs which may be incurred by the officers and directors in connection with claims arising by reason of these individuals’ roles as officers and directors. The Company has obtained directors’ and officers’ insurance policies to fund certain obligations under the indemnity agreements.

The Company has salary continuation agreements with one current employee, and one former employee who retired at the end of 2010. These agreements provide for monthly payments to each of the employees or their

designated beneficiary upon the employee's retirement or death. The payment benefits range from \$1,000 per month to \$3,000 per month with the term of such payments limited to 15 years after the employee's retirement. The agreements also provide for survivorship benefits if the employee dies before attaining age 65, and severance payments if the employee is terminated without cause; the amount of which is dependent on the length of company service at the date of termination. The net present value of the retirement payments associated with these agreements is \$462,000 at December 31, 2018, of which \$450,000 is included in Other Long Term Liabilities, and the remaining current portion of \$12,000 is included in Other Liabilities, associated with the retired employee previously noted who is now receiving benefit payments. The December 31, 2017 liability of \$496,000 had \$484,000 reported in Other Long Term Liabilities, and a current portion of \$12,000 in Other Liabilities.

The Company has obtained and is the beneficiary of three life insurance policies with respect to the two employees discussed above, and one other employee policy. The cash surrender value of such policies (included in Other Long Term Assets) amounts to \$1,296,000 at December 31, 2018 and \$1,281,000 at December 31, 2017.

As disclosed in detail in Note 8, under the caption "Leases", the Company has several lease obligations in place that will be paid out over time. Most notably, the Company leases a facility in Banbury, England that serves the manufacturing, warehousing and distribution functions. Additionally, the Company purchased the operating facility at 427 Creamery Way in Exton, PA in February 2017, which was previously under lease through January 2018.

#### **Contingencies:**

In the ordinary and normal conduct of the Company's business, it is subject to periodic lawsuits, investigations and claims (collectively, the "Claims"). Most of the Claims, including a putative class-action claim, relate to potential lightning damage to our flexible gas piping products, which impact legal and product liability related expenses. The Company does not believe the Claims have legal merit, and therefore has commenced a vigorous defense in response to the Claims. It is possible that the Company may incur increased litigation costs in the future due to a variety of factors, including a higher numbers of Claims, higher legal costs, and higher insurance deductibles or retentions.

In 2010, the Company took its first Claim to trial in Pennsylvania, and the jury returned a verdict that the Company was not negligent in designing and selling the TracPipe® product, but also returned a verdict for plaintiff on strict liability. The Company appealed that portion of the verdict, and in December 2014, the Supreme Court of Pennsylvania ruled in favor of the Company, and returned the case to the trial court for further hearings. The cash bond of \$1,600,000, which was previously included in Other Long Term Assets and posted as security for a subsequent appeal, was returned to the Company in May 2018. This case was finally settled and closed on August 7, 2018.

In March 2017, a putative class action case was re-filed against the Company and other parties in Missouri state court after the predecessor case was dismissed without prejudice by the federal court. The Company successfully removed the case to federal court and is currently vigorously defending the case.

The Company has in place commercial general liability insurance policies that cover most Claims, which are subject to deductibles or retentions, ranging primarily from \$25,000 to \$1,000,000 per claim (depending on the terms of the policy and the applicable policy year), up to an aggregate amount. Litigation is subject to many uncertainties and management is unable to predict the outcome of the pending suits and claims. The potential liability for a given claim could range from zero to a maximum of \$1,000,000, depending upon the circumstances, and insurance deductible or retention in place for the respective claim year. The aggregate maximum exposure for all current open Claims as of December 31, 2018 is estimated to not exceed approximately \$1,700,000, which represents the potential costs that may be incurred over time for the Claims within the applicable insurance policy deductibles or retentions. From time to time, depending upon the nature of a particular case, the Company may decide to spend in excess of a deductible or retention to enable more discretion regarding the defense, although this is not common. It is possible that the results of operations or liquidity of the Company, as well as the Company's ability to procure reasonably priced insurance, could be adversely affected by the pending litigation, potentially materially. The Company is currently unable to estimate the ultimate liability, if any, that may result from the

pending litigation, or potential litigation from future claims or claims that have not yet come to our attention, and accordingly, the liability in the consolidated financial statements primarily represents an accrual for legal costs for services previously rendered, and outstanding or anticipated settlements for Claims. The liabilities recorded on the Company's books at December 31, 2018 and December 31, 2017 were \$150,000 and \$175,000, respectively, and are included in Other Liabilities.

## 11. STOCK – BASED COMPENSATION PLANS

### Phantom Stock Plan

**Plan Description.** On April 1, 2006, the Company adopted the Omega Flex, Inc. 2006 Phantom Stock Plan (the "Plan"). The Plan authorizes the grant of up to 1 million units of phantom stock to employees, officers or directors of the Company and of any of its subsidiaries. The phantom stock units ("Units") each represent a contractual right to payment of compensation in the future based on the market value of the Company's common stock. The Units are not shares of the Company's common stock, and a recipient of the Units does not receive any of the following:

- ownership interest in the Company
- shareholder voting rights
- other incidents of ownership to the Company's common stock

The Units are granted to participants upon the recommendation of the Company's CEO, and the approval of the Compensation Committee. Each of the Units that are granted to a participant will be initially valued by the Compensation Committee, at an amount equal to the closing price of the Company's common stock on the grant date, but are recorded at fair value using the Black-Scholes method as described below. The Units follow a vesting schedule, with a maximum vesting of three years after the grant date. Upon vesting, the Units represent a contractual right of payment for the value of the Unit. The Units will be paid on their maturity date, one year after all of the Units granted in a particular award have fully vested, unless an acceptable event occurs under the terms of the Plan prior to one year, which would allow for earlier payment. The amount to be paid to the participant on the maturity date is dependent on the type of Unit granted to the participant.

The Units may be *Full Value*, in which the value of each Unit at the maturity date, will equal the closing price of the Company's common stock as of the maturity date; or *Appreciation Only*, in which the value of each Unit at the maturity date will be equal to the closing price of the Company's common stock at the maturity date *minus* the closing price of the Company's common stock at the grant date.

On December 9, 2009, the Board of Directors authorized an amendment to the Plan to pay an amount equal to the value of any cash or stock dividend declared by the Company on its common stock to be accrued to the phantom stock units outstanding as of the record date of the common stock dividend. The dividend equivalent will be paid at the same time the underlying phantom stock units are paid to the participant.

In certain circumstances, the Units may be immediately vested upon the participant's death or disability. All Units granted to a participant are forfeited if the participant is terminated from his relationship with the Company or its subsidiary for "cause," which is defined under the Plan. If a participant's employment or relationship with the Company is terminated for reasons other than for "cause," then any vested Units will be paid to the participant upon termination. However, Units granted to certain "specified employees" as defined in Section 409A of the Internal Revenue Code will be paid approximately 181 days after termination.

**Grants of Phantom Stock Units.** As of December 31, 2017, the Company had 21,296 unvested units outstanding, all of which were granted at *Full Value*. On February 12, 2018 and August 27, 2018, the Company granted an additional 6,450 and 950 *Full Value* Units, respectively, with a fair value of \$53.04 and \$85.43 per unit on grant date, again respectively, using historical volatility. In February 2018, the Company paid \$664,000 for the 10,460 fully vested and matured units that were granted during 2014, including their respective earned dividend values. As of December 31, 2018, the Company had 17,805 unvested units outstanding.

The Company uses the Black-Scholes option pricing model as its method for determining fair value of the Units. The Company uses the straight-line method of attributing the value of the stock-based compensation expense relating to the Units. The compensation expense (including adjustment of the liability to its fair value) from the Units is recognized over the vesting period of each grant or award.

The FASB ASC Topic 718, Stock Compensation, requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates in order to derive the Company's best estimate of awards ultimately to vest.

Forfeitures represent only the unvested portion of a surrendered Unit and are typically estimated based on historical experience. Based on an analysis of the Company's historical data, which has limited experience related to any stock-based plan forfeitures, the Company applied a 0% forfeiture rate to Plan Units outstanding in determining its Plan Unit compensation expense as of December 31, 2018.

The total Phantom Stock related liability as of December 31, 2018 was \$1,692,000 of which \$599,000 is included in Other Liabilities, as it is expected to be paid in March 2019, and the balance of \$1,093,000 is included in Other Long Term Liabilities. At December 31, 2017, there was a Phantom Stock liability of \$2,238,000, of which \$776,000 was classified in Other Liabilities, and \$1,462,000 in Other Long Term Liabilities.

In accordance with FASB ASC Topic 718, Stock Compensation, the Company recorded compensation expense of approximately \$118,000, \$1,042,000 and \$996,000 related to the Phantom Stock Plan for the years ended December 31, 2018, 2017 and 2016, respectively.

The following table summarizes information about the Company's nonvested phantom stock Units at December 31, 2018:

	<u>Units</u>	<u>Weighted Average Grant Date Fair Value</u>
<b>Number of Phantom Stock Unit Awards:</b>		
Nonvested at December 31, 2017	21,296	\$34.74
Granted	7,400	\$57.20
Vested	(10,891)	\$33.74
Forfeited	---	---
Canceled	---	---
Nonvested at December 31, 2018	<u>17,805</u>	<u>\$46.08</u>
Phantom Stock Unit Awards Expected to Vest	<u>17,805</u>	<u>\$46.08</u>

The total unrecognized compensation costs calculated at December 31, 2018 are \$521,000 which will be recognized through August of 2021. The Company will recognize the related expense over the weighted average period of 1.0 years.

## 12. RELATED PARTY TRANSACTIONS

From time to time the Company may have related party transactions ("RPTs"). In short, RPTs represent any transaction between the Company and any Company employee, director or officer, or any related entity, or relative, etc. The Company performs a review of transactions each year to determine if any RPTs exist. Through this investigation, the Company is currently not aware of any RPTs between the Company and any of its current directors or officers outside the scope of their normal business functions or expected contractual duties. The Company does on occasion share a small amount of services with its former parent Mestek, Inc., mostly related to board meeting expenses. Additionally, the Company is aware of transactions between a few service providers which employ individuals indirectly associated to Omega Flex employees, but these have been determined to be independent transactions with no indication that they are influenced by the related relationships. The Company currently also has note agreement assets with related parties amounting to approximately \$5,000 and \$147,000 at

December 31, 2018 and December 31, 2017, respectively, which are contractually secured by the Company. In April 2018, a majority of the amounts due from related parties was collected.

### **13. SUBSEQUENT EVENTS**

The Company evaluated all events or transactions that occurred through the date of this filing. During this period, the Company did not have any material subsequent events that impacted its consolidated financial statements.

### **14. QUARTERLY CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

The table below sets forth selected quarterly information for each quarter of 2018 and 2017.

	<b>For the Year-Ended December 31, 2018</b>				
	<b><u>First</u></b>	<b><u>Second</u></b>	<b><u>Third</u></b>	<b><u>Fourth</u></b>	<b><u>Year</u></b>
	<i>(dollars in thousands except per share data)</i>				
Net Sales	\$25,397	\$26,847	\$27,199	\$28,870	\$108,313
Gross Profit	\$15,033	\$16,214	\$16,547	\$18,302	\$66,096
Net Income attributable to Omega Flex, Inc.	\$4,163	\$4,776	\$5,176	\$6,024	\$20,139
Basic and Diluted Earnings per common share	\$0.41	\$0.47	\$0.51	\$0.60	\$2.00

	<b>For the Year-Ended December 31, 2017</b>				
	<b><u>First</u></b>	<b><u>Second</u></b>	<b><u>Third</u></b>	<b><u>Fourth</u></b>	<b><u>Year</u></b>
	<i>(dollars in thousands except per share data)</i>				
Net Sales	\$25,607	\$23,805	\$24,923	\$27,464	\$101,799
Gross Profit	\$15,336	\$14,142	\$15,207	\$17,081	\$61,766
Net Income attributable to Omega Flex, Inc.	\$4,138	\$3,034	\$4,014	\$4,476	\$15,662
Basic and Diluted Earnings per common share	\$0.41	\$0.30	\$0.40	\$0.44	\$1.55

**Item 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

None

**Item 9A – CONTROLS AND PROCEDURES**

(a) Evaluation of Disclosure Controls and Procedures.

We evaluated, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”), as amended, as of December 31, 2018, the end of the period covered by this report on Form 10-K. Based on this evaluation, our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) have concluded that our disclosure controls and procedures were effective as of December 31, 2018. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures.

(b) Management’s Report on Internal Control Over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act and is a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018. In making this assessment, the Company’s management used the criteria set forth by the Committee of Sponsoring Organizations (COSO) in *Internal Control-Integrated Framework (2013)*.

Based on the assessment, management has concluded that the Company maintained effective internal control over financial reporting as of December 31, 2018 based on criteria in the Internal Control-Integrated Framework (2013) issued by COSO.

The Company's independent registered public accounting firm, RSM US LLP, audited the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. RSM US LLP's report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018 is included herein on page 34.

(d) Changes in Internal Control over Financial Reporting.

There were no changes on our internal control over financial reporting during the most recent quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B – OTHER INFORMATION**

None.

**PART III**

With respect to items 10 through 14, the Company will file with the Securities and Exchange Commission, within 120 days after December 31, 2018, a definitive proxy statement relating to the Company's annual meeting of shareholders to be held June 11, 2019 (the "2019 Proxy Statement").

**Item 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information regarding directors of the Company will be set forth in the 2019 Proxy Statement, under the caption "Current Directors and Nominees for Election – Background Information", and to the extent required and except as set forth therein, is incorporated herein by reference.

Information regarding executive officers of the Company will be set forth under the caption "Executive Officers" in the 2019 Proxy Statement, and to the extent required and except as set forth therein, incorporated herein by reference.

Information regarding the Company's Audit Committee and its "Audit Committee Financial Expert" will be set forth in the 2019 Proxy Statement, under the caption "Board Committees", and incorporated herein by reference. Information concerning section 16(a) Beneficial Ownership Reporting Compliance will be set forth in the Company's proxy statement also, under the Caption "Compliance with Section 16(a) of the Securities Exchange Act" incorporated herein by reference.

The Company has adopted a Code of Business Ethics ("Code") applicable to its principal executive officer and principal financial officer, its directors and all other employees generally. A copy of the Code may be found at the Company's website [www.omegaflex.com](http://www.omegaflex.com). Any changes to or waivers from this Code will be disclosed on the Company's website as well as in appropriate filings with the Securities and Exchange Commission.

**Item 11 - EXECUTIVE COMPENSATION**

Information required by Item 11 will be set forth in the 2019 Proxy Statement, under the caption "Executive Compensation" and to the extent required and except as set forth therein, is incorporated herein by reference.

The report of the Compensation Committee of the Board of Directors of the Company shall not be deemed incorporated by reference by any general statement incorporating by reference the proxy statement into any filing under the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under such Act.

**Item 12 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

Information required by Item 12 will be set forth in the 2019 Proxy Statement, under the caption “Security Ownership of Certain Beneficial Owners and Management”, and to the extent required and except as set forth therein, is incorporated herein by reference.

**Item 13 - CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information required by Item 13 will be set forth in the 2019 Proxy Statement, under the caption “Certain Relationships and Related Party Transactions” and to the extent required and except as set forth therein, is incorporated herein by reference.

**Item 14 – PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information required by Item 14 will be set forth in the 2019 Proxy Statement, under the caption “Principal Accounting Fees and Services”, and to the extent required, and except as set forth therein, is incorporated herein by reference.

**PART IV**

**Item 15 – EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES**

(a) The following documents are filed as part of this Form 10-K:

1. Exhibits. See Index to Exhibits on pages 58 through 61.
2. Consolidated Financial Statements. See Index to Consolidated Financial Statements on page 32.

**EXHIBIT INDEX**

Those documents followed by a parenthetical notation are incorporated herein by reference to previous filings with the Securities and Exchange Commission, under Commission File No. 000-51372, as set forth below.

<b>Exhibit No.</b>	<b>Description</b>	<b>Reference Key</b>
*****	*****	*****
3.1	Articles of Incorporation of Omega Flex, Inc., as amended	(A)
3.2	Amended and Restated By-laws of Omega Flex, Inc.	(A)
10.1	Indemnity and Insurance Matters Agreement dated July 29, 2005 between Omega Flex, Inc. and Mestek, Inc.	(A)
10.2	Form of Indemnification Agreements entered into between Omega Flex, Inc. and its Directors and Officers and the Directors of its wholly-owned subsidiaries.	(A)
10.3	Schedule of Directors/Officers with Indemnification Agreement	(A)

10.4	* Employment Agreement dated December 15, 2008 between Omega Flex, Inc. and Kevin R. Hoben	(C)
10.5	* Amendment No. 1 to the Employment Agreement dated January 1, 2014 between Omega Flex, Inc. and Kevin R. Hoben	(G)
10.6	* Employment Agreement dated December 15, 2008 between Omega Flex, Inc. and Mark F. Albino	(C)
10.7	* Amendment No. 1 to the Employment Agreement dated January 1, 2014 between Omega Flex, Inc. and Mark F. Albino	(G)
10.8	Amended and Restated Committed Revolving Line of Credit Note dated December 1, 2017 by Omega Flex, Inc. to Santander Bank, N.A. in the principal amount of \$15,000,000.	(I)
10.9	Loan and Security Agreement dated December 17, 2009 between Omega Flex, Inc. and Sovereign Bank, N.A.	(E)
10.10	First Amendment dated December 30, 2010 to the Loan and Security Agreement between Omega Flex, Inc. and Sovereign Bank, N.A.	(F)
10.11	Second Amendment dated December 29, 2014 to the Loan and Security Agreement between Omega Flex, Inc. and Santander Bank, N.A., (as successor in interest to Sovereign Bank, N.A.)	(H)
10.12	Third Amendment dated December 1, 2017 to the Loan and Security Agreement between Omega Flex, Inc. and Santander Bank, N.A., (as successor in interest to Sovereign Bank, N.A.)	(I)
10.13	* Executive Salary Continuation Agreement	(B)
10.14	* Phantom Stock Plan dated December 11, 2006.	(D)
10.15	* First Amendment to the Omega Flex, Inc. 2006 Phantom Stock Plan	(E)
10.16	* Form of Phantom Stock Agreement entered into between Omega Flex, Inc. and its directors, officers and employees, except as set forth in the attached schedule.	(D)
10.17	* Schedule of Phantom Stock Agreements between Omega Flex, Inc. and its directors and executive officers as of December 31, 2018.	**
10.18	* Form of Non-Employee Director Restricted Stock Unit Award Agreement entered into between Omega Flex, Inc. and certain non-employee directors, as set forth in the attached schedule.	(J)

10.19	* Schedule of Non-Employee Director Restricted Stock Unit Award Agreements between Omega Flex, Inc. and certain non-employee directors as of December 31, 2018.	(J)
21.1	List of Subsidiaries	**
23.1	Consent of RSM US LLP	**
31.1	Certification of Chief Executive Officer of Omega Flex, Inc. pursuant to Rule 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended	**
31.2	Certification of Chief Financial Officer of Omega Flex, Inc. pursuant to Rule 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended	**
32.1	Certification of Chief Executive Officer and Chief Financial Officer of Omega Flex, Inc. pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	***
101.NS	XBRL Instance Document	(K)
101.SCH	XBRL Taxonomy Extension Schema Document	(K)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	(K)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	(K)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	(K)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	(K)

#### Reference Key

- (A) Filed as an Exhibit to the Registration Statement on Form 10-12G filed on June 22, 2005.
- (B) Filed as an Exhibit to the Annual Report on Form 10-K filed March 31, 2006.
- (C) Filed as an Exhibit to the Annual Report on Form 10-K filed March 18, 2009.
- (D) Filed as an Exhibit to the Annual Report on Form 10-K filed April 2, 2007.
- (E) Filed as an Exhibit to the Annual Report on Form 10-K filed March 17, 2010.
- (F) Filed as an Exhibit to the Annual Report on Form 10-K filed March 10, 2011.
- (G) Filed as an Exhibit to the Current Report on Form 8-K/A filed July 24, 2014.
- (H) Filed as an Exhibit to the Current Report on Form 8-K filed December 29, 2014.
- (I) Filed as an Exhibit to the Current Report on Form 8-K filed December 5, 2017.
- (J) Filed as an Exhibit to the Registration Statement on Form S-8 filed December 12, 2018.

(K) Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language) as of and for the year ended December 31, 2018: (i) the Consolidated Statement of Operations, (ii) the Consolidated Balance Sheet, (iii) the Consolidated Statement of Comprehensive Income, (iv) the Consolidated Statement of Shareholders' Equity, (v) the Consolidated Statement of Cash Flows and (vi) Notes to the Consolidated Financial Statements.

\* Management contract, compensatory plan or arrangement  
\*\* Filed herewith  
\*\*\* Furnished herewith

**Item 16 – Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report be signed on its behalf by the undersigned, thereunto duly authorized.

### OMEGA FLEX, INC.

Date: March 11, 2019

By: /S/ Kevin R. Hoben  
Kevin R. Hoben, Chairman and  
Chief Executive Officer (Principal Executive Officer)

Date: March 11, 2019

By: /S/ Paul J. Kane  
Paul J. Kane, Vice President Finance,  
Chief Financial Officer (Principal Financial Officer)

Date: March 11, 2019

By: /S/ Matthew F. Unger  
Matthew F. Unger  
Financial Controller

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 11, 2019

By: /S/ Mark F. Albino  
Mark F. Albino, Director

Date: March 11, 2019

By: /S/ David K. Evans  
David K. Evans, Director

Date: March 11, 2019

By: /S/ J. Nicholas Filler  
J. Nicholas Filler, Director

Date: March 11, 2019

By: /S/ Derek W. Glanvill  
Derek W. Glanvill, Director

Date: March 11, 2019

By: /S/ Kevin R. Hoben  
Kevin R. Hoben, Director

Date: March 11, 2019

By: /S/ Bruce C. Klink  
Bruce C. Klink, Director

Date: March 11, 2019

By: /S/ Stewart B. Reed  
Stewart B. Reed, Director

**EXHIBIT 10.17**

**OMEGA FLEX, INC.**  
Phantom Stock Agreements  
Schedule of Directors and Officers  
As of December 31, 2018

<b>Director/Officer</b>	<b>Type</b>	<b>Number</b>	<b>Grant Date</b>	<b>Grant Price</b>	<b>Maturity Date</b>	<b>Vesting Schedule</b>
Dean W. Rivest	Full	1,800	02/16/2015	\$31.26	02/16/2019	3 years
	Full	1,800	02/16/2016	\$33.02	02/16/2020	3 years
	Full	1,200	02/14/2017	\$44.23	02/14/2021	3 years
	Full	1,000	02/12/2018	\$55.60	02/12/2022	3 years
Paul J. Kane	Full	1,800	02/16/2015	\$31.26	02/16/2019	3 years
	Full	1,800	02/16/2016	\$33.02	02/16/2020	3 years
	Full	1,200	02/14/2017	\$44.23	02/14/2021	3 years
	Full	1,000	02/12/2018	\$55.60	02/12/2022	3 years
Edwin B. Moran	Full	1,800	02/16/2015	\$31.26	02/16/2019	3 years
	Full	1,800	02/16/2016	\$33.02	02/16/2020	3 years
	Full	1,200	02/14/2017	\$44.23	02/14/2021	3 years
	Full	1,000	02/12/2018	\$55.60	02/12/2022	3 years
Steven A. Treichel	Full	2,550	02/16/2015	\$31.26	02/16/2019	3 years
	Full	2,550	02/16/2016	\$33.02	02/16/2020	3 years
	Full	2,000	02/14/2017	\$44.23	02/14/2021	3 years
	Full	1,500	02/12/2018	\$55.60	02/12/2022	3 years
Timothy P. Scanlan	Full	1,800	02/16/2015	\$31.26	02/16/2019	3 years
	Full	1,800	02/16/2016	\$33.02	02/16/2020	3 years
	Full	1,200	02/14/2017	\$44.23	02/14/2021	3 years
	Full	1,000	02/12/2018	\$55.60	02/12/2022	3 years
Steven Hockenberry	Full	710	02/16/2015	\$31.26	02/16/2019	3 years
	Full	710	02/16/2016	\$33.02	02/16/2020	3 years
	Full	475	02/14/2017	\$44.23	02/14/2021	3 years
	Full	475	02/12/2018	\$55.60	02/12/2022	3 years
Robert Haines	Full	475	02/14/2017	\$44.23	02/14/2021	3 years
	Full	475	02/12/2018	\$55.60	02/12/2022	3 years

**EXHIBIT 21.1**

**LIST OF SUBSIDIARIES of OMEGA FLEX, INC.**

<u>Name</u>	<u>Jurisdiction of Formation</u>
Sierra Omega, Inc.	Delaware
Exton Ranch, LLC	Delaware
Omega Flex Limited	England
Omega Flex Industrial Limited	England

**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (No. 333-135515 and 333-228784) on Form S-8 of Omega Flex, Inc. of our reports dated March 11, 2019, relating to the consolidated financial statements of Omega Flex, Inc. and the effectiveness of internal control over financial reporting of Omega Flex, Inc., appearing in the Annual Report on Form 10-K of Omega Flex, Inc. for the year ended December 31, 2018.

/s/ RSM US LLP

Blue Bell, Pennsylvania  
March 11, 2019

**EXHIBIT 31.1**

Certification by the Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kevin R. Hoben, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2018, of Omega Flex, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 11, 2019

/s/ Kevin R. Hoben

Kevin R. Hoben  
Chief Executive Officer

**EXHIBIT 31.2**

Certification by the Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Paul J. Kane, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2018, of Omega Flex, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 11, 2019

/s/ Paul J. Kane

Paul J. Kane  
Chief Financial Officer

**EXHIBIT 32.1**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, for the purposes of 18 U.S.C. Section 1350, in his capacity as an officer of Omega Flex, Inc. (the “Company”), that, to his knowledge:

- (a) the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2018, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 11, 2019

/s/ Kevin R. Hoben

Kevin R. Hoben  
Chief Executive Officer

/s/ Paul J. Kane

Paul J. Kane  
Chief Financial Officer

This certification is not deemed to be “filed” for purposes of section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. This certification is not deemed to be incorporated by reference into any filing under the Securities Act of 1933 or Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference.