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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **September 30, 2021**

( ) 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	**23-1948942**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
451 Creamery Way, Exton, PA	**19341**
(Address of principal executive offices)	(Zip Code)

(610) 524-7272

Registrant’s telephone number, including area code

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes [**x**] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, non-accelerated filer, or a smaller reporting company filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange. (Check one):

Large accelerated filer [ ] Accelerated filer [**x**] Non-accelerated filer [ ] Smaller reporting Company [ ]

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.01 per share	OFLX	NASDAQ Global Market

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS.

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 12 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by the courts.

The number of shares of the registrant’s common stock outstanding as of September 30, 2021 was 10,094,322.

OMEGA FLEX, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

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PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

OMEGA FLEX, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in Thousands, Except Share Amounts)

	September 30, 2021 (unaudited)	December 31, 2020
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$27,245	$23,633
Accounts Receivable - less allowances of $1,230 and $1,124, respectively	22,115	20,077
Inventories – Net	12,841	11,510
Other Current Assets	3,361	2,137
Total Current Assets	65,562	57,357
Right-Of-Use Assets – Operating	3,464	493
Property and Equipment – Net	8,621	8,599
Goodwill – Net	3,526	3,526
Deferred Taxes	5	5
Other Long Term Assets	1,674	1,591
Total Assets	$82,852	$71,571
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	$1,852	$2,471
Accrued Compensation	5,192	5,429
Accrued Commissions and Sales Incentives	5,493	4,348
Dividends Payable	3,028	2,826
Taxes Payable	-	979
Lease Liability - Operating	404	247
Other Liabilities	5,287	5,571
Total Current Liabilities	21,256	21,871
Lease Liability – Operating, net of current portion	3,058	252
Deferred Taxes	424	121
Long Term Taxes Payable	493	559
Other Long Term Liabilities	1,659	2,391
Total Liabilities	26,890	25,194
Commitments and Contingencies (Note 5)		
Shareholders' Equity:		
Omega Flex, Inc. Shareholders' Equity:		
Common Stock – par value $0.01 share: authorized 20,000,000 shares: 10,153,633 shares issued and 10,094,322 outstanding at both September 30, 2021 and December 31, 2020	102	102
Treasury Stock	(1)	(1)
Paid-in Capital	11,025	11,025
Retained Earnings	45,486	35,769
Accumulated Other Comprehensive Loss	(835)	(778)
Total Omega Flex, Inc. Shareholders' Equity	55,777	46,117
Noncontrolling Interest	185	260
Total Shareholders' Equity	55,962	46,377
Total Liabilities and Shareholders' Equity	$82,852	$71,571

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

OMEGA FLEX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands except per Share Data and Share Amounts)

	For the three months ended September 30,		For the nine months ended September 30,	
	2021	2020	2021	2020
	(Unaudited)			
Net Sales	$ 31,725	$ 27,087	$ 94,554	$ 74,171
Cost of Goods Sold	11,686	9,821	35,258	27,874
Gross Profit	20,039	17,266	59,296	46,297
Selling Expense	4,876	3,991	14,625	12,045
General and Administrative Expense	5,724	5,951	16,281	14,056
Engineering Expense	1,113	945	3,326	3,086
Operating Profit	8,326	6,379	25,064	17,110
Interest Income (Expense)	10	6	27	(46)
Other Income (Expense)	(19)	19	6	(112)
Income Before Income Taxes	8,317	6,404	25,097	16,952
Income Tax Expense	2,160	1,576	6,441	4,188
Net Income	6,157	4,828	18,656	12,764
Less: Net (Income) attributable to the Noncontrolling Interest	(9)	(11)	(57)	(32)
Net Income attributable to Omega Flex, Inc.	$ 6,148	$ 4,817	$ 18,599	$ 12,732
Basic and Diluted Earnings per Common Share	$ 0.61	$ 0.48	$ 1.84	$ 1.26
Cash Dividends Declared per Common Share	$ 0.30	$ 0.28	$ 0.88	$ 0.84
Basic and Diluted Weighted Average Shares Outstanding	10,094,322	10,094,322	10,094,322	10,094,322

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

OMEGA FLEX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

	For the three months ended September 30,		For the nine months ended September 30,	
	2021	2020	2021	2020
		(Unaudited)		
Net Income	$ 6,157	$ 4,828	$ 18,656	$12,764
Other Comprehensive Income (Loss):				
Foreign Currency Translation Adjustment	(96)	134	(60)	(63)
Other Comprehensive Income (Loss)	(96)	134	(60)	(63)
Comprehensive Income	6,061	4,962	18,596	12,701
Less: Comprehensive (Income) Attributable to the Noncontrolling Interest	(3)	(22)	(54)	(28)
Total Comprehensive Income	$ 6,058	$ 4,940	$ 18,542	$12,673

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

OMEGA FLEX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Amounts in Thousands, Except Share Amounts)
(unaudited)

For the three months ended September 30, 2021

	Common Stock Outstanding	Common Stock	Treasury Stock	Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Shareholders' Equity
					(unaudited)			
July 1, 2021	10,094,322	$ 102	($ 1)	$ 11,025	$ 42,366	($ 745)	$ 311	$ 53,058
Net Income					6,148		9	6,157
Cumulative Translation Adjustment						(90)	(6)	(96)
Dividends Declared					(3,028)		(129)	(3,157)
September 30, 2021	10,094,322	$ 102	($ 1)	$ 11,025	$ 45,486	($ 835)	$ 185	$ 55,962

For the three months ended September 30, 2020

	Common Stock Outstanding	Common Stock	Treasury Stock	Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Shareholders' Equity
					(unaudited)			
July 1, 2020	10,094,322	$ 102	($ 1)	$ 11,025	$ 29,427	($1,091)	$ 200	$ 39,662
Net Income					4,817		11	4,828
Cumulative Translation Adjustment						123	11	134
Dividends Declared					(2,826)			(2,826)
September 30, 2020	10,094,322	$ 102	($ 1)	$ 11,025	$ 31,418	($ 968)	$ 222	$ 41,798

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

OMEGA FLEX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Amounts in Thousands, Except Share Amounts)
(unaudited)

For the nine months ended September 30, 2021

	Common Stock Outstanding	Common Stock	Treasury Stock	Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Shareholders' Equity
					(unaudited)			
January 1, 2021	10,094,322	$ 102	($ 1)	$ 11,025	$ 35,769	($ 778)	$ 260	$ 46,377
Net Income					18,599		57	18,656
Cumulative Translation Adjustment						(57)	(3)	(60)
Dividends Declared					(8,882)		(129)	(9,011)
September 30, 2021	10,094,322	$ 102	($ 1)	$ 11,025	$ 45,486	($ 835)	$ 185	$ 55,962

For the nine months ended September 30, 2020

	Common Stock Outstanding	Common Stock	Treasury Stock	Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Shareholders' Equity
					(unaudited)			
January 1, 2020	10,094,322	$ 102	($ 1)	$ 11,025	$ 27,165	($ 909)	$ 194	$ 37,576
Net Income					12,732		32	12,764
Cumulative Translation Adjustment						(59)	(4)	(63)
Dividends Declared					(8,479)			(8,479)
September 30, 2020	10,094,322	$ 102	($ 1)	$ 11,025	$ 31,418	($ 968)	$ 222	$ 41,798

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

OMEGA FLEX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)
(unaudited)

	For the nine months ended September 30,	
	2021	**2020**
Cash Flows from Operating Activities:		
Net Income	$ 18,656	$12,764
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Non-Cash Compensation	579	1,406
Depreciation and Amortization	697	637
Provision for Losses on Accounts Receivable, net of write-offs and recoveries	105	(408)
Deferred Taxes	303	85
Provision for Inventory Reserves	303	(100)
Changes in Assets and Liabilities:		
Accounts Receivable	(2,165)	1,091
Inventories	(1,671)	(294)
Right-Of-Use Assets	201	237
Other Assets	(1,309)	(811)
Accounts Payable	(605)	(230)
Accrued Compensation	(235)	(962)
Accrued Commissions and Sales Incentives	1,148	(1,040)
Lease Liabilities	(209)	(242)
Other Liabilities	(2,634)	(792)
Net Cash Provided by Operating Activities	13,164	11,341
Cash Flows from Investing Activities:		
Capital Expenditures	(720)	(381)
Net Cash Used in Investing Activities	(720)	(381)
Cash Flows from Financing Activities:		
Dividends Paid	(8,809)	(8,479)
Net Cash Used in Financing Activities	(8,809)	(8,479)
Net Increase in Cash and Cash Equivalents	3,635	2,481
Translation effect on cash	(23)	(2)
Cash and Cash Equivalents – Beginning of Period	23,633	16,098
Cash and Cash Equivalents – End of Period	$ 27,245	$18,577
Supplemental Disclosure of Cash Flow Information:		
Cash paid for Income Taxes	$ 7,455	$ 4,939
Cash paid for Interest	$ -	$ 112
Declared Dividends	$ 9,011	$ 8,479
Supplemental Schedule of Non-Cash Investing and Financing Activities:		
Additions to Right-Of-Use Assets obtained from new operating Lease Liabilities	$ 3,261	$ -

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

OMEGA FLEX, INC.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. BASIS OF PRESENTATION AND DESCRIPTION OF BUSINESS

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Omega Flex, Inc. (Omega) and its subsidiaries (collectively the "Company"). The Company's condensed consolidated financial statements for the quarter ended September 30, 2021 have been prepared in accordance with accounting principles generally accepted in the United States (GAAP), and with the instructions of Form 10-Q and Article 10 of Regulation S-X. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's latest shareholders' annual report (Form 10-K). All material inter-company accounts and transactions have been eliminated in consolidation. It is Management's opinion that all adjustments necessary for a fair statement of the results for the interim periods have been made, and that all adjustments are of a normal recurring nature or a description is provided for any adjustments that are not of a normal recurring nature.

Description of Business

The Company's business is controlled as a single operating segment that consists of the manufacture and sale of flexible metal hose (also described as corrugated tubing), as well as the sale of the Company's related proprietary fittings and a vast array of accessories.

The Company is a leading manufacturer of flexible metal hose, which is used in a variety of ways to carry gases and liquids within their particular applications. Some of the more prominent uses include:

- carrying fuel gases within residential and commercial buildings;
- carrying gasoline and diesel gasoline products (both above and below the ground) in a double containment piping to contain any possible leaks, which is used in automotive and marina refueling, and fueling for back-up generation;
- using copper-alloy corrugated piping in medical or health care facilities to carry medical gases (oxygen, nitrogen, vacuum) or pure gases for pharmaceutical applications; and

- 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, and Houston, Texas in the United States (U.S.), and in Banbury, Oxfordshire in the United Kingdom (U.K.), and primarily sells its products through distributors, wholesalers and to original equipment manufacturers ("OEMs") throughout North America and Europe, and to a lesser extent other global markets.

2. SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with 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 as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Management develops, and changes periodically, these estimates and assumptions based on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual amounts could differ significantly from these estimates.

Revenue Recognition

With regard to revenue recognition, the Company applies the requirements of Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The standard 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 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 a warranty as a separate component for customers to purchase. A warranty is generally included with each purchase, providing assurance that the goods comply with agreed-upon specifications, and the cost is therefore accrued accordingly, but contracts do not include any requirement for additional distinct services. Therefore, there is not a separate performance obligation, and 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.
- *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, Significant Accounting Policies, in these condensed consolidated financial statements, 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 Credit Losses

All accounts receivables are stated at amortized cost, net of allowances for credit losses, and adjusted for any write-offs. The Company maintains allowances for credit losses, which represent an estimate of expected losses over the remaining contractual life of its receivables considering current market conditions and estimates for supportable forecasts when appropriate. The estimate is a result of the Company's ongoing assessments and evaluations of collectability, historical loss experience, and future expectations in estimating credit losses in its receivable portfolio. For accounts receivables, the Company uses historical loss experience rates and applies them to a related aging analysis while also considering customer and/or economic risk where appropriate. Determination of the proper amount of allowances requires management to exercise judgment about the timing, frequency and severity of credit losses that could materially affect the provision for credit losses and, as a result, net earnings. The allowances consider numerous quantitative and qualitative factors that include receivable type, historical loss experience, delinquency trends, collection experience, current economic conditions, estimates for supportable forecasts, when appropriate, and credit risk characteristics.

The reserve for credit losses, which include future credits, discounts, and doubtful accounts, was $1,230,000 and $1,124,000 as of September 30, 2021 and December 31, 2020, respectively.

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 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 initially recorded 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 (ASU 2017-04)*, using the simplified method as adopted, the Company performed an annual impairment test as of December 31, 2020. This analysis did not indicate any impairment of goodwill.

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 and are accordingly recorded as liabilities. 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, *Compensation - Stock Compensation* ("Topic 718"), the Company uses the Black-Scholes option pricing model as its method for determining the fair value of the Units. Additionally, the liabilities for the Units are adjusted to market value over time from the grant dates to the related maturity dates. Further details of the Plan are provided in Note 6.

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 5, 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 $2,000,000 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.

Leases

Effective January 1, 2019, the Company adopted the requirements of FASB ASU 2016-02, *Leases* ("Topic 842") which defines a lease as any contract that conveys the right to use a specific asset for a period of time in exchange for consideration. Leases are classified as a finance lease, formerly called a capital lease, if any of the following criteria are met:

1. The lease transfers ownership of the underlying asset to the lessee by the end of the lease term.
2. The lease grants the lessee an option to purchase the underlying asset that the lessee is reasonably certain to exercise.
3. The lease term is for the major part of the remaining economic life of the underlying asset.
4. The present value of the sum of lease payments and any residual value guaranteed by the lessee equals or exceeds substantially all of the fair value of the underlying asset.
5. The underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term.

For any leases that do not meet the criteria identified above for finance leases, the Company treats such leases as operating leases. As of September 30, 2021 and December 31, 2020, each of the Company's leases are classified as operating leases.

Both finance and operating leases are reflected on the balance sheet as lease or "right-of-use" assets and lease liabilities.

There are some exceptions, which the Company has elected in its accounting policies. For leases with terms of twelve months or less, or below the Company's general capitalization policy threshold, the Company has elected an accounting policy to not recognize lease assets and lease liabilities for all asset classes. The Company recognizes lease expense for such leases generally on a straight-line basis over the lease term.

The Company determines if a contract is a lease at the inception of the arrangement. The Company reviews all options to extend, terminate, or purchase its right-of-use assets at the inception of the lease and accounts for these options when they are reasonably certain to be exercised. Certain leases contain non-lease components, such as common area maintenance, which are generally accounted for separately. In general, the Company will assess if non-lease components are fixed and determinable, or variable, when determining if the component should be included in the lease liability. For purposes of calculating the present value of the lease obligations, the Company utilizes the implicit interest rate within the lease agreement when known and/or determinable, and otherwise utilizes its incremental borrowing rate at the time of the lease agreement.

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 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, most of which relate to the Company's United Kingdom subsidiary whose functional currency is British pound sterling, are translated into U.S. dollars at exchange rates prevailing on the balance sheet dates. The statements of income 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 income (other 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.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security (CARES) Act was signed into law making several changes to the Internal Revenue Code. The changes include, but are not limited to: increasing the limitation on the amount of deductible interest expense, allowing companies to carryback certain net operating losses, and increasing the amount of net operating loss carryforwards that corporations can use to offset taxable income. The tax law changes in the CARES Act did not have a material impact on the Company's income tax provision.

Other Comprehensive Income

For the three and nine months ended September 30, 2021 and 2020, the components of other comprehensive income consisted solely of foreign currency translation adjustments.

Significant Concentration

The Company has one significant customer which represented more than 10% of the Company's Accounts Receivable at September 30, 2021 and December 31, 2020. That same customer represented more than 10% of the Company's total Net Sales for the three and nine months ended September 30, 2021 and 2020. Geographically, the Company has a significant amount of sales in the United States versus internationally. These concentrations are consistent with those discussed in detail in the Company's December 31, 2020 Form 10-K.

Subsequent Events

The Company evaluates all events or transactions through the date of the related filing that may have a material impact on its condensed consolidated financial statements. Refer to Note 10 of the condensed consolidated financial statements.

Recent Accounting Pronouncements

In March 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The ASU applies to all entities that have contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The ASU provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The expedients and exceptions provided by the ASU do not apply to contract modifications made and hedging relationships entered into or evaluated after December 31, 2022, except for hedging relationships existing as of December 31, 2022, that an entity has elected certain optional expedients for and that are retained through the end of the hedging relationship. The ASU is effective for all entities as of March 12, 2020 through December 31, 2022. The impact of the adoption of ASU 2020-04 did not have a material impact on the Company's condensed consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes.* The guidance removes certain exceptions for recognizing deferred taxes for equity method investments, performing intraperiod allocation, and calculating income taxes in interim periods. The ASU also adds guidance to reduce complexity in certain areas, including recognizing deferred taxes for goodwill and allocating taxes to members of a consolidated group, among others. The amendments in ASU 2019-12 are effective for public business entities for fiscal years beginning after December 15, 2020, including interim periods therein. Early adoption of the standard is permitted, including adoption in interim or annual periods for which financial statements have not yet been issued. The Company adopted this new guidance, and it did not have a material impact on its condensed consolidated financial statements.

3. INVENTORIES

Inventories, net of reserves of $703,000 and $407,000 as of September 30, 2021 and December 31, 2020, respectively, consisted of the following:

	September 30, 2021	December 31, 2020
	(Amounts in Thousands)	
Finished Goods	$5,498	$5,068
Raw Materials	7,343	6,442
Inventories - Net	$12,841	$11,510

4. LINE OF CREDIT AND OTHER BORROWINGS

On December 1, 2017, the Company agreed to a new Amended and Restated Revolving Line of Credit Note (the "Line") 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 0.83%. 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.

During the quarter ended June 30, 2020, in an effort to ensure liquidity and secure all available resources during the COVID-19 pandemic, the Company borrowed the full amount of its capacity on the line of $15,000,000 at the prime rate of 3.25%. The Company repaid this amount in full prior to the end of such quarter, and as of December 31, 2020, had no borrowings on its line of credit. As of September 30, 2021, the Company also had no outstanding borrowings on its line of credit.

The Company was in compliance with all debt covenants as of September 30, 2021 and December 31, 2020.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted on March 27, 2020 in the U.S. On April 7, 2020, the Company received a loan from the U.S. Small Business Administration ("SBA") to fund the Company's request for a loan under the SBA's Paycheck Protection Program ("PPP" and "PPP Loan") created as part of the recently enacted CARES Act administered by the SBA. In connection with the PPP Loan, the Company entered into a promissory note filed as Exhibit 10.2 attached to Form 10-Q for the quarter ended June 30, 2020. Pursuant to the terms of the PPP Loan, the Company received total proceeds of

$2,453,000 from the Bank at an interest rate of just below 1% per annum. After the issuance of the PPP Loan, the U.S. Treasury Department issued new guidance on the PPP program, and advised that publicly traded companies that had access to other sources of financing may not be appropriate candidates for the PPP Loans, and provided a grace period until May 7, 2020 for such companies to repay the previously issued PPP Loans. Accordingly, in light of this guidance, the Company repaid the PPP Loan by May 7, 2020.

Lastly, as stated above, borrowings under our line of credit facility bear interest at variable rates based on LIBOR. Currently, the Federal Reserve Bank is considering options and transitioning away from LIBOR, and as such, has formed the Alternative Rates Committee (ARRC). The ARRC selected the Secured Overnight Financing Rate (SOFR) as an appropriate replacement. SOFR is based on transactions in the overnight repurchase markets, which reflects a transaction-based rate on a large number of transactions, better reflecting current financing costs. Discussions are ongoing with the Bank with regards to transitioning the rate for the Line from LIBOR to another appropriate rate such as SOFR.

5. 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 current and/or past employees. 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 $460,000 at September 30, 2021, of which $412,000 is included in Other Long Term Liabilities, and the remaining current portion of $48,000 is included in Other Liabilities, associated with the applicable retirement benefit payments over the next twelve months. The December 31, 2020 liability of $499,000 had $436,000 reported in Other Long Term Liabilities, and a current portion of $63,000 in Other Liabilities.

The Company has obtained and is the beneficiary of life insurance policies with respect to current and/or past employees. The cash surrender value of such policies (included in Other

Long Term Assets) amounts to $1,625,000 at September 30, 2021 and $1,556,000 at December 31, 2020.

In addition to the above, the Company has other contractual employment and or change of control agreements in place with key employees, as previously disclosed and noted in the Exhibit Index to the Company's December 31, 2020 Form 10-K. Obligations related to these arrangements are currently indeterminable due to the variable nature and timing of possible events required to incur such obligations.

As disclosed in detail in Note 7, 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.

Lastly, as provided in Item 7 under the "Tabular Disclosure of Contractual Obligations and Off-Balance Sheet Arrangements", of the Company's December 31, 2020 Form 10-K, the Company has numerous purchase obligations in place for the forthcoming year, largely related to the Company's core material inventory components.

Contingencies:

In the ordinary and normal conduct of the Company's business, it is subject to periodic lawsuits, investigations, and claims (collectively, the "Claims"). The Claims generally 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 number of Claims, higher legal costs, and higher insurance deductibles or retentions.

In September 2017, a putative class action case was filed against the Company and other parties in Missouri state court. The Company successfully removed the case to federal court, and in August 2020, the court granted the defendants' joint summary judgement motion, and dismissed the case. The parties have fully resolved the plaintiffs appeal of that decision, and the case has been dismissed by the plaintiffs, thus concluding the matter.

The Company was made aware of a potential legal liability regarding a legal dispute in the U.K., in which the Company's subsidiary, Omega Flex Limited ("OFL"), was the claimant. After withdrawing the claim, the court determined that OFL was responsible for the defendant's costs (including a portion of its attorneys' fees). The Company reached an initial agreement during the fourth quarter of 2020 and made a payment of £320,000 accordingly. A nominal liability remains at September 30, 2021 and December 31, 2020 approximating any outstanding amounts that may potentially be due as part of the final arrangement.

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 $2,000,000 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 $2,000,000, 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 September 30, 2021 is estimated to not exceed approximately $7,300,000, 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 condensed 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 September 30, 2021 and December 31, 2020 were $709,000 and $642,000, respectively, and are included in Other Liabilities.

6. STOCK BASED 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 one million units of phantom stock to employees, officers or directors of the Company. 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 <u>does not</u> 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-Sholes 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 and therefore are stated as liabilities in accordance with Topic 718. 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 their 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, 2020, the Company had 13,252 unvested units outstanding, all of which were granted at *Full Value*. On February 18, 2021, the Company granted an additional 2,412 *Full Value* Units with a fair value of $146.06 per unit on grant date, using historical volatility. In February 2021, the Company paid $1,214,000 for the 7,750 fully vested and matured units that were granted during 2017, including their respective earned dividend values. In August 2021, the Company paid $195,000 for the 1,250 fully vested and matured units that were granted during August 2017, including their respective earned dividend values. On August 25, 2021, the Company granted an additional 808 *Full Value* Units with a fair value of $144.81 per unit on grant date, using historical volatility. On August 27, 2021, 1,212 unvested *Full Value* Units were forfeited. As of September 30, 2021, the Company had 8,358 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.

Topic 718 requires forfeitures either to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates to derive an estimate of awards ultimately to vest or to recognize the effect of any forfeited awards for which the requisite vesting period is not completed in the period that the award is forfeited.

The Company recognizes the reversal of any previously recognized compensation expense on forfeited awards in the period that the award is forfeited. For the three and nine months ended September 30, 2021, the reversal of $56,000 of previously recognized compensation expense was recognized on 1,212 nonvested forfeited Units.

The total Phantom Stock related liability as of September 30, 2021 was $2,500,000 of which $1,254,000 is included in Other Liabilities, as it is expected to be paid within the next twelve months, and the balance of $1,246,000 is included in Other Long Term Liabilities. At December 31, 2020, the total Phantom Stock liability was $3,331,000, with $1,378,000 in Other Liabilities, and $1,953,000 included in Other Long Term Liabilities.

Related to the Phantom Stock Plan, in accordance with Topic 718, the Company recorded compensation expense of approximately $579,000 and $1,406,000 for the nine months ended September 30, 2021 and 2020, respectively, and $102,000 and $1,264,000 for the three months ended, respectively. Compensation expense for a given period largely depends upon fluctuations in the Company's stock price.

The following table summarizes information about the Company's nonvested phantom stock Units at September 30, 2021:

	Units	**Weighted Average Grant Date Fair Value**
Number of Phantom Stock Unit Awards:		
Nonvested at December 31, 2020	13,252	$72.61
Granted	3,220	$145.75
Vested	(6,902)	$68.34
Forfeited	(1,212)	$95.92
Canceled	---	---
Nonvested at September 30, 2021	8,358	$100.93
Phantom Stock Unit Awards Expected to Vest	8,358	$100.93

The total unrecognized compensation costs calculated at September 30, 2021 are $968,000 which will be recognized through August of 2024. The Company will recognize the related expense over the weighted average period of 1.2 years.

7. LEASES

In the U.S., the Company owns its two main operating facilities located in Exton, Pennsylvania. In addition to the owned facilities, the Company also has operations in other locations that are leased, as well as other leased assets. In conjunction with the new guidance for leases, as defined by the FASB with ASU 2016-02, *Leases* (Topic 842), the Company has described the existing leases, which are all classified as operating leases, pursuant to the below.

In the U.S., the Company leases a facility in Houston, Texas, which currently provides manufacturing, stocking and sales operations, with the lease term running through October 2024. Additionally, the Company leases its corporate office space in Middletown, Connecticut, with the lease term expiring in June 2022.

In the U.K., the Company leases a facility in Banbury, England, which serves manufacturing, warehousing, and other operational functions. The lease in Banbury was effective April 1, 2006 and had a 15-year term which ended in March 2021. A new lease for Banbury was recently consummated, effective April 1, 2021, with a 15-year term ending in March 2036.

In addition to property rentals, the Company also has lease agreements in place for various fleet vehicles and equipment with various lease terms.

At September 30, 2021, the Company has recorded right-of-use assets of $3,464,000, and a lease liability of $3,462,000, of which $404,000 is reported as a current liability. At December 31, 2020, the Company had recorded right-of-use assets of $493,000, and a lease liability of $499,000, of which $247,000 was reported as a current liability. The respective weighted average remaining lease term and discount rate are approximately 13.03 years and 1.1% as of September 30, 2021.

Rent expense for the operating leases was approximately $108,000 and $312,000 for the three and nine months ended September 30, 2021 and $76,000 and $225,000 for the three and nine months ended September 30, 2020.

Future minimum lease payments, inclusive of interest, under non-cancelable leases as of September 30, 2021 is as follows:

Twelve Months Ending September 30,	**Operating Leases** (Amounts in thousands)
2022	$ 404
2023	311
2024	278
2025	212
2026	207
Thereafter	2,050
Total Minimum Lease Payments	$ 3,462

8. SHAREHOLDERS' EQUITY

As of September 30, 2021 and December 31, 2020, the Company had authorized 20,000,000 common stock shares with par value of $0.01 per share. For both periods, the total number of outstanding shares was 10,094,322, shares held in Treasury was 59,311, and total shares issued was 10,153,633.

During 2021 and 2020, upon approval of the Board of Directors (the "Board") the Company has declared and paid dividends, as set forth in the following table:

Dividend Declared		Dividend Paid	
Date	Price Per Share	Date	Amount
September 15, 2021	$0.30	October 4, 2021	$3,028,000
June 9, 2021	$0.30	July 6, 2021	$3,027,000
March 24, 2021	$0.28	April 14, 2021	$2,827,000
December 11, 2020	$0.28	January 5, 2021	$2,826,000
September 23, 2020	$0.28	October 13, 2020	$2,827,000
June 24, 2020	$0.28	July 13, 2020	$2,826,000
March 31, 2020	$0.28	April 17, 2020	$2,827,000
December 14, 2019	$0.28	January 3, 2020	$2,826,000

In addition to the above dividend amounts, there were dividends approved by the Company's foreign subsidiary during September 2021, which amounted to an outlay of cash of $129,000 to the foreign subsidiary's noncontrolling interest.

It should be noted that from time to time, the Board may elect to pay special dividends, in addition to or in lieu of the regular quarterly dividends, depending upon the financial condition of the Company.

On April 4, 2014, the Board 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, which were held as treasury shares. The Company has not made any stock repurchases since 2014.

9. 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, and if so, determines if the related parties act independently of each other in a fair transaction. Through this investigation the Company noted a limited number of RPTs which are disclosed hereto. First, legal and accounting fees of $117,000 were paid on behalf of three affiliated shareholders during the first two quarters of 2021 for the filing of a registration statement with the SEC (Form S-3) which allowed for the resale of up to 300,000 shares of common stock owned by the affiliated shareholders. The legal and accounting fees are to be repaid to the Company by the three affiliated shareholders, and that amount is reported in Other Current Assets. Legal services for the Form S-3 and for other legal services were performed by a firm which formerly employed one member of the board. Second, on occasion the Company shares a small portion of services with its former parent Mestek, Inc., mostly related to board meeting expenses. Finally, the Company is aware of transactions between a few service providers which employ individuals with associations to Omega Flex employees. In all cases, these transactions have been determined to be independent transactions with no indication that they are influenced by the related relationships. Other than as disclosed above, 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.

10. SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred through the date of this filing. During this period, no events came to the Company’s attention that would impact the condensed consolidated financial statements for the period ended September 30, 2021.

<u>Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations</u>

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 Quarterly Report on Form 10-Q 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-Q. 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, fittings 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 and Houston, Texas facilities in the U.S., and in Banbury, Oxfordshire in the U.K. 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

For the period ended September 30, 2021 vs. December 31, 2020

The Company's cash balance of $27,245,000 at September 30, 2021, increased $3,612,000 (15.3%) from the $23,633,000 balance at December 31, 2020 mainly the result of income generated from operations during 2021, less dividends of $8,809,000 paid during the first nine months of 2021. The condensed consolidated statement of cash flows is provided on page 8 which provides further details regarding changes in cash.

Accounts Receivable was $22,115,000 and $20,077,000 as of September 30, 2021, and December 31, 2020, respectively, increasing $2,038,000 or 10.2%. This is mostly timing related, associated with higher sales during the current quarter compared to the fourth quarter of last year.

RESULTS OF OPERATIONS

Three months ended September 30, 2021 vs. September 30, 2020

The Company reported comparative results from continuing operations for the three months ended September 30, 2021 and 2020 as follows:

	Three months ended September 30, (in thousands)			
	2021 ($000)	**2021 %**	**2020 ($000)**	**2020 %**
Net Sales	$31,725	100.0%	$27,087	100.0%
Gross Profit	$20,039	63.2%	$17,266	63.7%
Operating Profit	$ 8,326	26.2%	$ 6,379	23.6%

Net Sales. The Company's 2021 third quarter sales of $31,725,000 increased $4,638,000 or 17.1% compared to the third quarter of 2020, which generated sales of $27,087,000. The increase in sales resulted primarily from an increase in pricing actions which the Company took to offset material cost pressure and to protect margins.

Gross Profit. The Company's gross profit margins were 63.2% and 63.7% for the three months ended September 30, 2021 and 2020, respectively. The Company experienced higher material prices which largely have been offset by the pricing actions noted above.

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 $4,876,000 and $3,991,000 for the three months ended September 30, 2021 and 2020, respectively, representing an increase of $885,000 or 22.2%. The increase was primarily related to higher staffing costs, as resources were added, and freight expenses, which move in relation to sales. Selling expenses as a percent of net sales were 15.4% and 14.7% for the three months ended September 30, 2021 and 2020, respectively.

General and Administrative Expenses. General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, and corporate general and administrative services. General and administrative expenses were $5,724,000 and $5,951,000 for the three months ended September 30, 2021 and 2020, respectively, thus decreasing by $227,000 or 3.8%. The most notable decrease related to a decrease in phantom stock expense of $1,162,000, driven by the change in the Company's stock price between periods, as discussed in detail in Note 6, Stock Based Plans, to the condensed consolidated financial statements included in this report, partially offset by an increase in incentive compensation associated with higher profitability and by higher legal and product liability related defense costs. As a percentage of sales, general and administrative expenses decreased to 18.0% for the three months ended September 30, 2021 from 22.0% for the three months ended September 30, 2020.

Engineering Expense. Engineering expenses consist of development expenses associated with the development of new products and enhancements to existing products, and manufacturing engineering costs. Engineering expenses were $1,113,000 and $945,000 for the three months ended September 30, 2021 and 2020, respectively, increasing by $168,000 or 17.8%, partially associated with an increase in staffing and development and certification related costs required for the progression of various promising applications. Engineering expenses as a percentage of sales, were essentially the same at 3.5% for the three months ended September 30, 2021, and 2020.

Operating Profits. Reflecting all of the factors mentioned above, operating profits were $8,326,000 and $6,379,000 for the quarters ended September 30, 2021 and 2020, respectively, increasing by $1,947,000 or 30.5%. As a percentage of sales, operating profits increased, being 26.2% and 23.6% for the three months ended September 30, 2021 and 2020, respectively.

Interest Income (Expense). 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. The Company recorded $10,000 and $6,000 of interest income for the quarters ended September 30, 2021 and 2020, respectively.

Other Income (Expense). Other Income (Expense) primarily consists of foreign currency exchange gains (losses) on transactions settled in currencies other than the Company's local currency, typically related to the Company's foreign U.K. subsidiaries. There was expense of $19,000 and income of $19,000 recorded for the quarters ended September 30, 2021 and 2020, respectively.

Income Tax Expense. Income Tax Expense was $2,160,000 for the third quarter of 2021, compared to $1,576,000 for the same period in 2020, increasing $584,000 or 37.1%, mostly the result of the increase in income before taxes.

Nine months ended September 30, 2021 vs. September 30, 2020

The Company reported comparative results from operations for the nine month periods ended September 30, 2021 and 2020 as follows:

	Nine months ended September 30, (in thousands)			
	2021	**2021**	**2020**	**2020**
	($000)	**%**	**($000)**	**%**
Net Sales	$94,554	100.0%	$74,171	100.0%
Gross Profit	$59,296	62.7%	$46,297	62.4%
Operating Profit	$25,064	26.5%	$17,110	23.1%

Net Sales. The Company's 2021 sales for the first nine months of 2021 of $94,554,000 increased $20,383,000 or 27.5% compared to the first nine months of 2020, which generated sales of $74,171,000. The increase in sales was two-fold, resulting primarily from an increase in unit volume, and to a lesser extent by pricing actions which the Company took to offset material cost pressure and to protect margins. Sales during the first nine months of 2020 were partially impeded by the COVID-19 pandemic.

Gross Profit. The Company's gross profit margins were 62.7% and 62.4% for the nine months ended September 30, 2021 and 2020, 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 $14,625,000 and $12,045,000 for the nine months ended September 30, 2021 and 2020, respectively, representing an increase of $2,580,000 or 21.4%. The increases primarily related to freight and commissions, which are variable costs and thus increased in relation to sales volume. Other less significant increases were noted in staffing, as resources were added. Selling expenses decreased as a percent of net sales compared to last year, being 15.5% for the nine months ended September 30, 2021, and 16.2% for the nine months ended September 30, 2020.

General and Administrative Expenses. General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, and corporate general and administrative services. General and administrative expenses were $16,281,000 and $14,056,000 for the nine months ended September 30, 2021 and 2020, respectively, thus increasing by $2,225,000 or 15.8%. Incentive compensation increased $1,561,000 over last year due to higher operating profits. Additional higher items include legal and product liability related defense costs and director fees due to a revised arrangement resulting from an independent study performed to align board compensation with comparable peers. These higher items were partially offset by a decrease in phantom stock expense between years, driven by the change in the Company's stock price between periods, as discussed in detail in Note 6, Stock Based Plans, to the condensed consolidated financial statements included in this report. As a percentage of sales, general and administrative expenses decreased to 17.2% for the nine months ended September 30, 2021 from 19.0% for the nine months ended September 30, 2020.

Engineering Expense. Engineering expenses consist of development expenses associated with the development of new products and enhancements to existing products, and manufacturing engineering costs. Engineering expenses were $3,326,000 and $3,086,000 for the nine months ended September 30, 2021 and 2020, respectively, increasing by $240,000 or 7.8%. Engineering expenses decreased as a percentage of sales, being 3.5% for the nine months ended September 30, 2021, and 4.2% for the same period in 2020.

Operating Profits. Reflecting all of the factors mentioned above, operating profits were $25,064,000 and $17,110,000 for the nine months ended September 30, 2021 and 2020, respectively, increasing by $7,954,000 or 46.5%.

Interest Income (Expense). 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. The Company recorded $27,000 of interest income and $46,000 of interest expense during the first nine months of 2021 and 2020, respectively. The Company had borrowed $15,000,000 on its line of credit for a portion of the second quarter of 2020 to ensure liquidity during the COVID-19 crisis, which created the interest expense during that period.

Other Income (Expense). Other Income (Expense) primarily consists of foreign currency exchange gains (losses) on transactions settled in currencies other than the Company's local currency, typically related to the Company's foreign U.K. subsidiaries. There was income of $6,000 recorded during the first nine months of 2021, but expense of $112,000 during the first nine months of 2020. The British Pound had weakened in 2020 as a result of the pandemic impacting the economy.

Income Tax Expense. Income Tax Expense was $6,441,000 for the first nine months of 2021, compared to $4,188,000 for the same period in 2020, increasing $2,253,000 or 53.8%, mostly the result of the increase in income before taxes.

CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

Financial Reporting Release No. 60, released by the Securities and Exchange Commission, requires all companies to include a discussion of critical accounting policies or methods and use of estimates used in the preparation of financial statements. Note 2 of the Notes to the condensed consolidated financial statements includes a summary of the significant accounting policies and methods used in the preparation of our condensed consolidated financial statements. The Company considers all of its significant accounting policies and estimates to be critical.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Management develops, and changes periodically, these estimates and assumptions based on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual amounts could differ significantly from these estimates.

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.

As of September 30, 2021, the Company had a cash balance of $27,245,000. Additionally, the Company has a $15,000,000 line of credit available, as discussed in detail in Note 4, which had no borrowings outstanding upon it as of September 30, 2021. At December 31, 2020, the Company had a cash balance of $23,633,000, with no borrowings against the line of credit.

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 the nine months ended September 30, 2021, the Company's operating activities provided cash of $13,164,000, compared to the nine months ended September 30, 2020 which provided cash of $11,341,000, a difference of $1,823,000. For details of the operating cash flows refer to the unaudited condensed consolidated statements of cash flows in Part I – Financial Information on page eight.

As a general trend, the Company tends to deplete or generate lower amounts of 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 the nine months ended September 30, 2021 and 2020 was $720,000 and $381,000, respectively for capital expenditures.

Financing Activities

All financing activities relate to dividend payments, which are detailed in Note 8, Shareholders' Equity. Dividend payments through the first nine months of 2021 and 2020, amounted to $8,809,000 and $8,479,000, respectively. See Note 4, Line of Credit and Other Borrowings, for a description of borrowings and repayments during the second quarter of 2020.

Liquidity

We believe our existing cash and cash equivalents, along with our borrowing capacity, 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, the potential for investments in, or the acquisition of any complementary products, businesses or supplementary facilities for additional capacity, and the COVID-19 pandemic.

CONTINGENT LIABILITIES AND GUARANTEES

See Note 5 to the Company's condensed consolidated financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

None

Item 3 – Quantitative and Qualitative Information 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 4 – Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

At the end of the fiscal third quarter of 2021, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures. The Company's disclosure controls and procedures are designed to ensure that the Company records, processes, summarizes and reports in a timely manner the information required to be disclosed in the periodic reports filed by the Company with the Securities and Exchange Commission. The Company's management, including the chief executive officer and principal financial officer, have conducted an evaluation of the effectiveness of the design and operation of the Company's Disclosure Controls and Procedures as defined in the Rule 13a-15(e) of Securities Exchange Act of 1934. Based on that evaluation, the chief executive officer and principal financial officer have concluded that, as of the date of this report, the Company's disclosure controls and procedures are effective to provide reasonable assurance of achieving the purposes described in Rule 13a-15(e), and no changes are required at this time.

(b) Changes in Internal Controls.

There was no change in the Company's "internal control over financial reporting" (as defined in rule 13a-15(f) of the Securities Exchange Act of 1934) identified in connection with the evaluation required by Rule 13a-15(d) of the Securities Exchange Act of 1934 that occurred during the nine month period covered by this Report on Form 10-Q that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting subsequent to the date the chief executive officer and principal financial officer completed their evaluation.

PART II - OTHER INFORMATION

Item 1 – Legal Proceedings

See legal proceedings disclosure in Note 5, Commitments and Contingencies, to the condensed consolidated financial statements included in this report.

Item 1A – Risk Factors

Risk factors are discussed in detail in the Company's December 31, 2020 Form 10-K. There are no additional risks attributable to the quarter.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3 – Defaults Upon Senior Securities

None.

Item 4 – Mine Safety Disclosures

Not Applicable.

Item 5 – Other Information

None.

Item 6 - Exhibits

Exhibit No.	Description
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 Interim Finance Director (Principal Financial Officer) of Omega Flex, Inc. pursuant to 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer and Interim Finance Director (Principal 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.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

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

OMEGA FLEX, INC.
(Registrant)

Date: November 5, 2021

By: /S/ Matthew F. Unger
Matthew F. Unger
Interim Finance Director
(Principal Financial Officer)

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 Quarterly Report on Form 10-Q for fiscal quarter ended September 30, 2021, 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: November 5, 2021

/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, Matthew F. Unger, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for fiscal quarter ended September 30, 2021, 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: November 5, 2021

/s/ Matthew F. Unger

Matthew F. Unger
Interim Finance Director (Principal 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 Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2021, 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: November 5, 2021

/s/ Kevin R. Hoben

Kevin R. Hoben
Chief Executive Officer

/s/ Matthew F. Unger

Matthew F. Unger
Interim Finance Director (Principal 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.