

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 22, 2023

**OMEGA FLEX, INC.**

(Exact name of registrant as specified in charter)

**Pennsylvania**

(State or other  
jurisdiction of  
incorporation)

**000-51372**

(Commission  
File Number)

**23-1948942**

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

**451 Creamery Way**

**Exton, Pennsylvania 19341**

(Address of Principal Executive Offices)

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

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

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

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

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

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

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

*Readers are cautioned not to place undue reliance on these forward-looking statements which reflect management's view only as of the date of this Form 8-K. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstance after the date hereof or to reflect the occurrence of unanticipated events, conditions, or circumstances. For additional information about risks and uncertainties that could adversely affect the Company's forward-looking statements, please refer to the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2021.*

## **ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On February 22, 2023, Omega Flex, Inc. (the "Company") issued a press release reporting its results for the twelve months and three months ended December 31, 2022. A copy of the earnings release issued by the Company with respect to these matters is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in the earnings release and in this Item 2.02 is "furnished" and not "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, or otherwise subject to the liabilities of that section. Such information may be incorporated by reference in another filing under the Securities and Exchange Act of 1934 or the Securities Act of 1933 only if, and to the extent that, such subsequent filing specifically references such information.

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

The information included in Item 2.02 of this Form 8-K, including the press release attached as Exhibit 99.1, is incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD. This information is “furnished” and not “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may be incorporated by reference in another filing under the Securities and Exchange Act of 1934 or the Securities Act of 1933 only if, and to the extent that, such subsequent filing specifically references the information incorporated by reference herein.

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

- (a) none
- (b) none
- (c) The following document is filed herewith as an exhibit to this Form 8-K:

Exhibit 99.1 - Earnings Release

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

## **SIGNATURES**

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

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

Date: February 22, 2023

By: /s/ Kevin R. Hoben

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Kevin R. Hoben  
Chairman and Chief Executive Officer

# OMEGA FLEX, INC.

Manufacturer of flexible metal hose and gas piping products

Exton, Pennsylvania  
February 22, 2023

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

## PRESS RELEASE

“Omega Flex, Inc. Announces Fourth Quarter 2022 Earnings”

	OMEGA FLEX, INC. (OFLX)			
	For the Period Ended December 31,			
	Twelve Months		Three Months	
	2022	2021	2022	2021
Net Sales	<u>\$125,487,000</u>	<u>\$130,011,000</u>	<u>\$30,817,000</u>	<u>\$35,457,000</u>
Net Income attributable to Omega Flex, Inc.	<u>\$23,622,000</u>	<u>\$26,195,000</u>	<u>\$6,181,000</u>	<u>\$7,596,000</u>
Earnings Per Share – Basic and Diluted	<u>\$2.34</u>	<u>\$2.60</u>	<u>\$0.61</u>	<u>\$0.75</u>
Weighted Average Shares – Basic and Diluted	<u>10,094,322</u>	<u>10,094,322</u>	<u>10,094,322</u>	<u>10,094,322</u>

**Kevin R. Hoben, Chairman and CEO**, announced that the Company's net sales for 2022 and 2021 were \$125,487,000 and \$130,011,000, respectively, decreasing 3.5%. Net Sales for the three months ended December 31, 2022 were 13.1% lower than the fourth quarter of 2021. While net sales are lower than the previous periods, sales unit volumes decreased at a higher rate. The effect of the lower sales volumes was largely offset by pricing actions to offset material cost pressure and to protect margins.

The Company's net income for 2022 was \$23,622,000 compared to \$26,195,000 during 2021, decreasing \$2,573,000 or 9.8%.

In contrast to last year, the results were impacted by costs for resumption of travel and other marketing efforts, which were lower in the 2021 period due to the pandemic as well as higher product liability reserves and expenses. These increased costs were offset partly by reduced incentive compensation to align with the changes in the executive management team.

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