

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): June 22, 2005

**MESTEK, INC.**

(Exact name of registrant as specified in charter)

<u>Pennsylvania</u>	<u>1-448</u>	<u>25-0661650</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

260 North Elm Street  
Westfield, Massachusetts 01085  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: 413 -568-9571

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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))

*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, 2004.*

## **ITEM 8.01 OTHER EVENTS**

On June 22, 2005, Omega Flex, Inc., a majority-owned subsidiary of Mestek, Inc. (the "Company") filed with the Securities and Exchange Commission (the "SEC") a second preliminary Registration Statement on Form 10 together with an amended Information Statement regarding the spin-off by the Company of its 86% ownership interest in Omega Flex, Inc., pro-rata to the Company's shareholders. This filing incorporates certain revisions reflecting comments received to date from the SEC. More comments may be received and more revisions may be made prior to the Registration Statement becoming effective. The Company issued a press release regarding the progress of the spin-off transaction, which press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

The information included in Item 8.01 of this Form 8-K, including the press release attached as Exhibit 99.1, is incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD. This information is “furnished” and not “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may be incorporated by reference in another filing under the Securities and Exchange Act of 1934 or the Securities Act of 1933 only if, and to the extent that, such subsequent filing specifically references the information incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

- (a) none
- (b) none
- (c) The following documents are filed herewith as an exhibits to this Form 8-K:

Exhibit 99.1 - Press Release

**SIGNATURES**

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

**MESTEK, INC.**  
(Registrant)

Date: June 23, 2005

By: /s/

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Stephen M. Shea  
Senior Vice President – Finance  
(Principal Financial and Accounting Officer)

# **MESTEK, INC.**

260 North Elm Street Westfield, MA 01085 (413) 568-9571 [www.mestek.com](http://www.mestek.com)

Westfield Massachusetts  
June 23, 2005

Contact: John E. Reed  
(413) 568-9571

Mestek, Inc. (the “Company”) today announced that its majority-owned subsidiary, Omega Flex, Inc. (“Omega Flex”) re-filed a Registration Statement on Form 10 and accompanying amended Information Statement with the Securities and Exchange Commission (“SEC”) revising the filing previously made on April 29, 2005 relating to the spin-off of the Company’s 86% interest in Omega Flex, *pro rata* to all of the Company’s public shareholders, as of June 23, 2005 (subject to change) (the “Spin-Off”).

The new filing incorporates revisions in response to certain comments made by the SEC with respect to the original Form 10 and Information Statement filed.

More comments from the SEC may be received and more revisions may be made prior to the Registration Statement becoming effective. The Spin-Off is expected to be implemented shortly thereafter, whereupon it is also expected that Omega Flex will become a publicly traded, SEC-reporting company, listed on the NASDAQ National Market. The Company’s Board of Directors voted on May 24, 2005 to establish June 23, 2005 as the record date for the Spin-Off transaction. The shares will be distributed, in book-entry form, at some later date, expected to be in mid or late July (the “Distribution Date”).

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

There can be no assurances, however, that the Omega Flex Spin-Off transaction will in fact be consummated until the actual distribution occurs on the Distribution Date.

*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 Mestek 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 Mestek'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 Mestek (or entities in which Mestek 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. Mestek 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.*