

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 15, 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

(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 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.

ITEM 7.01. REGULATION FD DISCLOSURE

The information included in Item 8.01 of this Form 8-K, including the letter to the shareholders of the Company from the Chairman and Chief Executive Officer attached as Exhibit 99.1, is incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD 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 8.01 OTHER EVENTS

On June 15, 2005, John E. Reed, Chairman and Chief Executive Officer of Mestek, Inc. (the "Company") sent a letter dated June 13, 2005 to the shareholders of the Company advising them of the establishment by the Company's Board of Directors of a record date of June 23, 2005 regarding the spin-off by the Company of its 86% ownership interest in Omega Flex, Inc.,

pro-rata to the Company's shareholders, and advising the shareholders that the Company issued a press release regarding the filing, which press release was attached as an exhibit to a Current Report on Form 8-K filed on May 24, 2005. The letter to the shareholders is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

- a. none
- b. none
- c. The following documents are filed herewith as an exhibit to this Form 8-K:

Exhibit 99.1 – Letter to Shareholders

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 15, 2005

By: /s/ Stephen M. Shea

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

OFFICE OF THE CHIEF EXECUTIVE OFFICER

June 13, 2005

Fellow Shareholders:

As you are aware from my prior correspondence, on January 19, 2005, we issued a Press Release and filed the appropriate report with the Securities and Exchange Commission announcing our intention to spin-off Mestek's 86% interest in its subsidiary, Omega Flex, Inc., pro rata, to Mestek's shareholders as of a record date which our Board has just established as **June 23, 2005**. We have not established a date to distribute Omega Flex shares (the "Distribution Date"); however we expect that will occur in early or mid July.

For each share of Mestek common stock that a shareholder owns immediately prior to the Distribution Date, such shareholder will receive one share of the common stock of Omega Flex, Inc. **However, any holder of Mestek stock who sells shares on or 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. Investors are encouraged to consult with their financial advisors regarding the specific implications of selling Mestek stock before the spin-off Distribution Date.**

The Mestek Board of Directors has authorized the Executive Committee of the Company to postpone the record date if necessary, depending on the time it takes to clear with the SEC the registration statement on Form 10, a preliminary version of which was filed last month. If the record date is postponed, Mestek will file a Form 8-K with the SEC and issue a press release so that the investing public becomes aware of the postponement.

We also announced, on January 19, 2005, our intention to "go private" by means of a "reverse stock split" of one share for each 2,000 shares outstanding as of a record date yet to be set. The Company proposes to repurchase the fractional interests held by those shareholders who own less than 2,000 shares on that record date as part of the "reverse stock split." The Board of Directors appointed a Special Committee consisting entirely of independent members of the Board, to consider what is in the best interests of the shareholders and determine a fair and equitable price for the shares of any stock which is redeemed or otherwise cashed out in the "going private" transaction, as well as the appropriateness of the transaction for any remaining shareholders following the transaction. The Special Committee has hired independent financial advisers, Houlihan, Lokey, Howard and Zukin of New York City. The process of deliberations as to these matters is ongoing as I write you.

With respect to the “going private” transaction, we have not set a record date yet for the delivery of a proxy statement, nor have we established the date of a special meeting of shareholders to consider the votes we think will be needed to accomplish the going private transaction, but we expect this meeting will be sometime this coming autumn and that shareholders will receive the proxy information well in advance of the date of the meeting.

We have structured these two transactions with the expectation that the spin-off of Omega Flex occurs first, with both Omega Flex and Mestek publicly traded (Omega Flex expected to trade on the NASDAQ National Market, while Mestek continues to trade on the New York Stock Exchange) for a short period, perhaps a month or two, before Mestek “goes private” and is no longer an exchange-listed company or an SEC reporting company.

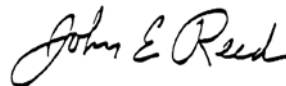
We expect to be sending to all of the shareholders of record, shortly after the record date for the Omega Flex spin-off, the final version of the information statement referenced in the registration statement on Form 10 once clearance with the SEC has been completed. Until then, we thought that it would be helpful for you to be aware of this record date of June 23, 2005 for the spin-off transaction.

While we can make no assurance that either or both transactions will occur until the actual effective date of each, the spin-off and the “going private” activities are proceeding as planned, albeit somewhat more slowly than we had originally thought.

If you have any questions about these transactions or the information I have provided to you above, please do not hesitate to call Timothy P. Scanlan, our Associate General Counsel, at 413-564-5849.

Sincerely,

Chief



John E. Reed
Chairman and
Executive Officer