

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): April 12, 2006

**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))

*This report contains forward-looking statements which are subject to inherent uncertainties which are difficult to predict and may be beyond the ability of the Company to control.*

*Certain statements in this Report on Form 8-K constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are not historical facts but rather reflect the Company'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 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, 2005.*

#### **ITEM 8.01 OTHER EVENTS**

On April 14, 2006 Mestek, Inc. (the "Company") issued a press release relating to a lawsuit brought against each of its eight members of the Company's Board of Directors entitled *Alan Kahn v. John E. Reed, et al*, filed on April 10, 2006 in the Commonwealth of Massachusetts Superior Court in Hampden County, Civil Action No. 06-350. The lawsuit is related to the Company's previously announced intention to enter into a "going private" transaction.

A copy of a press release issued by the Company with respect to these matters is attached hereto as Exhibit 99.1.

#### **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 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 - 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: April 14, 2006

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](http://www.mestek.com)

Contact: John E. Reed

Westfield Massachusetts (413) 568-9571

April 14, 2006

Mestek, Inc. (the “Company”) today announced that, on April 12, 2006 each of the members of the Company’s Board of Directors were notified of a lawsuit brought against them entitled *Alan Kahn v. John E. Reed, et al.*, filed on April 10, 2006 in the Commonwealth of Massachusetts Superior Court in Hampden County, Civil Action No. 06-350. The lawsuit is related to the Company’s previously announced intention to enter into a “going private” transaction.

The lawsuit alleges that the Directors of the Company breached their fiduciary duties to the public shareholders of the Company with respect to the process, structure and stock repurchase valuation associated with the proposal to take the Company private and de-list trading of Company stock on the New York Stock Exchange. The plaintiff in the suit seeks, among other things, to obtain class action certification and injunctive relief, as well as unspecified damages, and fees, expenses and costs to the plaintiff and his counsel.

The Company understands that the Directors intend to vigorously defend the action.

*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.*