

Omega Flex, Inc.  
Form 10-Q  
August 08, 2013

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended **June 30, 2013**

**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**  
(Address of principal executive offices)

**19341**  
(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  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  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  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

**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 June 30, 2013 was 10,091,822.

**OMEGA FLEX, INC.**

**QUARTERLY REPORT ON FORM 10-Q  
FOR THE SIX MONTHS ENDED JUNE 30, 2013**

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**PART I - FINANCIAL INFORMATION****Item 1 - Financial Statements****OMEGA FLEX, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
	<b>(unaudited)</b>	
	<b>(Dollars in thousands)</b>	
<b>ASSETS</b>		
Current Assets	\$	\$
Cash and Cash Equivalents	2,502	939
Accounts Receivable - less allowances of \$633 and \$653, respectively	11,956	12,134
Inventories-Net	6,943	7,128
Deferred Taxes	868	750
Other Current Assets	1,135	1,503
Total Current Assets	23,404	22,454
Property and Equipment - Net	4,946	4,824
Goodwill-Net	3,526	3,526
Other Long Term Assets	1,732	1,865
	\$	\$
Total Assets	33,608	32,669
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:	\$	\$
Accounts Payable	1,641	2,737
Line of Credit	---	324
Accrued Compensation	1,352	349
Accrued Commissions and Sales Incentives	2,375	3,671
Taxes Payable	149	235
Other Liabilities	2,810	4,214

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Total Current Liabilities	8,327	11,530
Deferred Taxes	732	614
Other Long Term Liabilities	733	783
Total Liabilities	9,792	12,927
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 10,091,822 outstanding at June 30, 2013 and December 31, 2012, respectively	102	102
Treasury Stock	(1)	(1)
Paid-in Capital	10,808	10,808
Retained Earnings	13,298	9,181
Accumulated Other Comprehensive Loss	(465)	(410)
Total Omega Flex, Inc. Shareholders' Equity	23,742	19,680
Noncontrolling Interest	74	62
Total Shareholders' Equity	23,816	19,742
	\$	\$
Total Liabilities and Shareholders' Equity	33,608	32,669

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

**OMEGA FLEX, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(unaudited)**

	<b>For the three-months ended</b>		<b>For the six-months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	(Amounts in Thousands, except earnings per Common Share)			
	\$	\$	\$	\$
Net Sales	18,892	14,256	35,274	28,804
Cost of Goods Sold	8,671	7,169	16,453	14,262
Gross Profit	10,221	7,087	18,821	14,542
Selling Expense	3,196	3,058	6,244	6,014
General and Administrative Expense	2,505	2,699	4,876	5,265
Insurance Legal Recovery	---	---	---	(4,700)
Engineering Expense	626	595	1,344	1,230
Operating Profit	3,894	735	6,357	6,733
Interest Income	1	5	---	8
Other Income (Expense)	(42)	(14)	(126)	45
Income Before Income Taxes	3,853	726	6,231	6,786
Income Tax Expense	1,304	255	2,098	2,392
Net Income	2,549	471	4,133	4,394
Less: Net (Income) Loss attributable to the Noncontrolling Interest, Net of Tax	(14)	6	(16)	3
	\$	\$	\$	\$
Net Income attributable to Omega Flex, Inc.	2,535	477	4,117	4,397
Basic and Diluted Earnings per Common Share:				
Earnings per Share	\$	\$	\$	\$



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	0.25	0.05	0.41	0.44
Basic and Diluted Weighted-Average Shares Outstanding	10,092	10,092	10,092	10,092

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

## OMEGA FLEX, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited)

	For the three-months ended June 30,		For the six-months ended June 30,	
	2013	2012	2013	2012
	(Amounts in Thousands)		(Amounts in Thousands)	
	\$	\$	\$	\$
Net Income	2,549	471	4,133	4,394
Other Comprehensive Income (Loss), Net of Tax:				
Foreign Currency Translation Adjustment, net of Taxes	(2)	(54)	(59)	16
Other Comprehensive Income (Loss)	(2)	(54)	(59)	16
Comprehensive Income	2,547	417	4,074	4,410
Less: Comprehensive Income (Loss) Attributable to the Noncontrolling Interest	14	(9)	12	(2)
	\$	\$	\$	\$
Total Other Comprehensive Income	2,533	426	4,062	4,412

See Accompanying Notes to Unaudited Condensed Consolidated Financial Statements.



**OMEGA FLEX, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	<b>For the six-months ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(Dollars in thousands)</b>	
Cash Flows from Operating Activities:	\$	\$
Net Income	4,133	4,394
Adjustments to Reconcile Net Income to Net Cash Provided By Operating Activities:		
Non-Cash Compensation Expense	117	13
Depreciation and Amortization	263	324
Provision for Losses on Accounts Receivable, net of write-offs and recoveries	(20)	(17)
Changes in Assets and Liabilities:		
Accounts Receivable	93	(81)
Inventory	127	(164)
Other Assets	460	(141)
Accounts Payable	(1,074)	202
Accrued Compensation	1,003	(18)
Accrued Commissions and Sales Incentives	(1,292)	128
Other Liabilities	(1,468)	2
Net Cash Provided by Operating Activities	2,342	4,642
Cash Flows from Investing Activities:		
Capital Expenditures	(405)	(105)
Net Cash Used in Investing Activities	(405)	(105)
Cash Flows from Financing Activities:		
Principal Payments on Line of Credit	(324)	-
Net Cash Used in Financing Activities	(324)	-
Net Increase in Cash and Cash Equivalents	1,613	4,537
Translation effect on cash	(50)	24
Cash and Cash Equivalents    Beginning of Period	939	3,476
	\$	\$
Cash and Cash Equivalents    End of Period	2,502	8,037

Supplemental Disclosure of Cash Flow Information:

	\$	\$
Cash paid for Income Taxes	2,220	2,343
	\$	\$
Cash paid for Interest	1	-

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 unaudited condensed consolidated financial statements for the quarter ended June 30, 2013 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 is a leading manufacturer of flexible metal hose, which is used in a variety of applications to carry gases and liquids within their particular applications. These applications include carrying liquefied gases in certain processing applications, fuel gases within residential and commercial buildings and vibration absorbers in high vibration applications. In addition, our flexible metal piping is used to carry other types of gases or fluids in a number of industrial applications where the customer requires a degree of flexibility, an ability to carry corrosive compounds or mixtures, a double containment system, or piping to carry gases or fluids at very high or very low (cryogenic) temperatures.

The Company manufactures flexible metal hose at its facility in Exton, Pennsylvania, with a minor amount of manufacturing performed in the United Kingdom. The Company sells its product through distributors, wholesalers and to original equipment manufacturers (OEMs) throughout North America, and in certain European 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 at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates and assumptions relate to revenue recognition and related sales incentives, accounts receivable valuations, inventory valuations, goodwill valuation, product liability reserve and accounting for income taxes. Actual amounts could differ significantly from these estimates.

### Revenue Recognition

The Company's revenue recognition activities relate almost entirely to the manufacture and sale of flexible metal hose and pipe. Under GAAP, revenues are considered to have been earned when the Company has substantially accomplished what it must do to be entitled to the benefits represented by the revenues. The following criteria represent preconditions to the recognition of revenue:

.

Persuasive evidence of an arrangement for the sale of product or services must exist.

.

Delivery has occurred or services rendered.

.

The sales price to the customer is fixed or determinable.

.

Collection is reasonably assured.

The Company recognizes revenue upon shipment in accordance with the above principles.

Gross sales are reduced for all consideration paid to customers for which no identifiable benefit is received by the Company. This includes promotional incentives, which includes various programs including year-end rebates and discounts. The amounts of certain incentives are known with reasonable certainty at the time of sale, while others are projected based upon the most reliable information available at the reporting date.

Commissions, for which the Company receives an identifiable benefit, are accounted for as a sales expense.

### Accounts Receivable

Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. The estimated allowance for uncollectible amounts is based primarily on specific analysis of accounts in the receivable portfolio and historical write-off experience. While management believes the allowance to be adequate, if the financial condition of the





Company's customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required.

### **Inventory**

Inventories are valued at the lower of cost or market. 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 gross carrying value of inventory accordingly.

### **Goodwill and Intangible Assets**

In accordance with Financial Accounting Standards Board (FASB) ASC Topic 350, Intangibles - Goodwill and Other, the Company performed an annual impairment test in accordance with this guidance as of December 31, 2012. This analysis did not indicate any impairment of goodwill. There are no circumstances that indicate that Goodwill might be impaired at June 30, 2013.

### **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 Contingencies, for various product liability claims covered under the Company's general liability insurance policies, the Company must pay certain defense costs within its deductible or self-insured retention limits, ranging primarily from \$25,000 to \$250,000 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.

### **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 on its actively traded share value - a level 1 input - in determining the fair value of the 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 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 operations (other income (expense)) in the period in which they occur.

### **Income Taxes**

The Company accounts for taxes in accordance with the FASB ASC Topic 740, Income Taxes. Under this method the Company records income tax expense and the related deferred taxes and tax benefits.

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 in which the rate is enacted. 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. No valuation reserve was deemed necessary at June 30, 2013 or at December 31, 2012. Also, in accordance with FASB ASC Topic 740 (formerly FIN 48), the Company had reserves on the books for uncertainties in tax positions of \$119,000 at both June 30, 2013, and December 31, 2012. These reserves are reviewed each quarter.

### **Other Comprehensive Income (Loss)**

For the three and six-months ended June 30, 2013 and 2012, respectively, the sole component of Other Comprehensive Income (Loss) was a foreign currency translation adjustment.

**New Accounting Pronouncements**

ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. This ASU requires entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the balance sheet, and instruments and transactions subject to an agreement similar to a master netting arrangement. The requirements are effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. ASU 2011-11 currently has no impact on the Company's financial conditions, results of operations or cash flows.

ASU 2011-12, *Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, issued in December 2011 amends ASU 2011-05 to reflect only those changes in Update 2011-05 that relate to the presentation of reclassification adjustments. The amendments are being made to allow FASB time to re-deliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. While FASB is considering the operational concerns about the presentation requirements for reclassification adjustments and the needs of financial statement users for additional information about reclassification adjustments; entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05. Public entities should begin applying these requirements for fiscal years ending after December 15, 2011. Adoption of ASU 2011-12 had no material impact on the financial statements.

**3. INVENTORIES**

Inventories, net of reserves consisted of the following:

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
	<b>(dollars in thousands)</b>	
Finished Goods	\$	\$
	5,339	5,598
Raw Materials	1,604	1,530
Total Inventory	\$	\$
	6,943	7,128

**4. LINE OF CREDIT**

On December 30, 2010, the Company agreed to a new Revolving Line of Credit Note and Loan Agreement with Sovereign Bank, NA (Sovereign). The Company established a line of credit facility in the maximum amount of \$10,000,000, maturing on December 31, 2014, with funds available for working capital purposes and other cash needs. The loan is collateralized by all of the Company's tangible and intangible assets. The loan agreement provides for the payment of any borrowings under the agreement at an interest rate range of either LIBOR plus 1.75% to plus 2.75% (for borrowings with a fixed term of 30, 60, or 90 days), or, Prime less



0.50% to plus 0.50% (for borrowings with no fixed term other than the December 31, 2014 maturity date), depending upon the Company's then existing financial ratios. At June 30, 2013, the Company's ratio would allow for the most favorable rate under the agreement's range, which would be a rate of 2.02% (LIBOR plus 1.75%). The Company is required to pay an annual commitment fee for the access to the funds, and is also obligated to pay a Line Fee ranging from 17.5 to 35.0 basis points of the average unused balance on a quarterly basis, depending again upon the Company's then existing financial ratios. The Company may terminate the line at any time during the four year term, as long as there are no amounts outstanding.

As of June 30, 2013, the Company had no outstanding borrowings on its line of credit, but at December 31, 2012, the Company owed \$324,000.

As of June 30, 2013 and December 31, 2012, the Company was in compliance with all debt covenants.

## 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 of the Company's obligations under the indemnity agreements.

The Company has salary continuation agreements with one current employee, and one former employee who retired at the end of 2010. 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 at age 65. 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 \$461,000 at June 30, 2013, of which \$449,000 is included in Other Long Term Liabilities, and the remaining current portion of \$12,000 is included in Other Liabilities, associated with the retired employee previously noted who is now receiving benefit payments. The December 31, 2012 liability of \$481,000, had \$469,000 reported in Other Long Term Liabilities, and a current portion of \$12,000 in Other Liabilities.

The Company has obtained and is the beneficiary of three whole life insurance policies with respect to the two employees discussed above, and one other employee policy. The cash

surrender value of such policies (included in Other Long Term Assets) amounts to \$898,000 at June 30, 2013 and \$838,000 at December 31, 2012.

As disclosed in detail in the December 31, 2012 Form 10-K, the Company has several lease obligations in place that will be paid out over time. Most notably, the Company has a lease for the manufacturing facility in Banbury, England, and also the new building lease in Exton, Pennsylvania near the current main operating facility, which provides additional manufacturing, warehousing and distribution space.

**Contingencies:**

The Company's general liability insurance policies are subject to deductibles or retentions, ranging primarily from \$25,000 to \$250,000 per claim, (depending on the terms of the policy and the applicable policy year) up to an aggregate amount. The Company is insured on a first dollar basis for workers' compensation subject to statutory limits.

In the ordinary and normal conduct of the Company's business, it is subject to periodic lawsuits, investigations and claims (collectively, the Claims). There has been an increase in the frequency of those Claims over the past few years relating to product liability. The Company does not believe that the Claims have legal merit, and is therefore vigorously defending against those Claims. The Company has in place commercial general liability insurance policies that cover the Claims, as noted above, including those alleging damages as a result of product defects. 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 \$250,000, depending upon the insurance deductible in place for the respective claim year. The aggregate maximum exposure for all current open claims is estimated not to exceed approximately \$3,340,000, which represents the defense costs and any settlements or adverse verdicts incurred over time within the insurance policy deductibles or retentions. It is possible that the results of operations or liquidity and capital resources of the Company could be adversely affected by the ultimate outcome of the pending litigation as a result of the costs of contesting such lawsuits, potentially materially. The Company is currently unable to estimate the ultimate liability, if any, that may result from the pending litigation and, accordingly, the liability in the consolidated financial statements represents an accrual for legal costs for services previously rendered and outstanding settlements for existing claims. The liabilities recorded on the Company's books at June 30, 2013 and December 31, 2012 were \$638,000 and \$537,000, respectively, and are included in Other Liabilities.

In 2013, the Company recently won one of the Claims at trial in U.S. District Court in St. Louis, Missouri when the jury unanimously found that the Company was not negligent in designing its TracPipe® product, and that the TracPipe® product was not defective. In 2010, the Company took another one of the Claims to trial in Pennsylvania, and the jury returned a verdict that the Company was not negligent in designing and selling the TracPipe product, but that under the unique law in Pennsylvania for strict liability, the product lacked any element necessary to make it safe for its intended use. The Company has appealed that portion of the verdict, and the Supreme Court of Pennsylvania has agreed to hear the case with the focus on whether the product liability law in Pennsylvania should be revised.

In 2007, the Company instituted a legal complaint against a former insurer, seeking reimbursement of amounts paid in defense of a class action litigation, as well as supplementary payments made in connection with the class action. In March of 2012, the Company and the insurer settled the litigation for \$4,700,000, with receipt of the cash occurring during that same month. For clarity regarding this item, it is defined as the Insurance Legal Recovery or ILR on the accompanying condensed consolidated statement of income for the six-months ended June 30, 2012.

In February of 2012, the Company was made aware of a fraud perpetrated by an outside party involving insurance related premiums that the Company had prepaid for umbrella coverage. The assets are currently secured by a governmental agency who is investigating the case, and being held in a custodial account. The value of the assets amount to \$269,000 at June 30, 2013, and are included in Other Long Term Assets. It is possible that not all of those funds will be returned to the Company, or the Company may need to incur additional costs to procure collection, but the outcome is currently not known or able to be estimated. The Company is currently pursuing all avenues in an effort to bring closure to the event, reclaim the assets, and has since replaced the aforementioned insurance coverage.

As disclosed in Note 13, Subsequent Events, in the Company's December 31, 2012 Form 10-K, our subsidiary, Omega Flex Limited (OFL), had been sued regarding the installation of TracPipe product in an apartment complex in England. In March of 2013, OFL settled that case by entering into a settlement agreement and making a one-time payment of £800,000 to resolve all claims associated with the project. The Company subsequently recorded approximately \$1,300,000 in Other Liabilities at December 31, 2012 to reflect the event. The amount was paid in full in March 2013, and therefore there is no liability relating to this at June 30, 2013.

## 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 and of any of its subsidiaries. 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 does not 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, and at a minimum, the Unit's value will be equal to the closing price of the Company's common stock on the grant date.





The Units follow a vesting schedule, with a maximum vesting of 3 years after the grant date. Upon vesting, the Units represent a contractual right of payment for the value of the Unit. 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 his 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, 2012, the Company had 16,790 unvested units outstanding, all of which were granted at *Full Value*. On April 3, 2013, the Company granted an additional 8,700 *Full Value* Units with a fair value of \$12.59 per unit on grant date, using historical volatility. In all cases, the grant price was equal to the closing price of the Company's common stock at the grant date. In March 2013, the Company paid \$154,000 for the 8,645 fully vested and matured units that were granted on February 20, 2009. As of June 30, 2013, the Company had 17,193 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.

The FASB ASC Topic 718 Stock Compensation requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates in order to derive the Company's best estimate of awards ultimately to vest.

Forfeitures represent only the unvested portion of a surrendered Unit and are typically estimated based on historical experience. Based on an analysis of the Company's historical data, which has limited experience related to any stock-based plan forfeitures, the Company applied a 0% forfeiture rate to Plan Units outstanding in determining its Plan Unit compensation expense as of June 30, 2013.

The total Phantom Stock related liability as of June 30, 2013 was \$290,000 of which \$125,000 is included in other liabilities, as it is expected to be paid in March 2014, and the balance of \$165,000 is included in other long term liabilities.

In accordance with FASB ASC Topic 718 Stock Compensation, the Company recorded compensation expense of approximately \$117,000 and \$13,000 related to the Phantom Stock Plan for the six months ended June 30, 2013 and 2012, respectively.

The following table summarizes information about the Company's nonvested phantom stock Units at June 30, 2013:

	Units	Weighted Average Grant Date Fair Value	
Number of Phantom Stock Unit Awards:		\$	
Nonvested at December 31, 2012	16,790		12.14
		\$	
Granted	8,700		12.59
		\$	
Vested	(8,297)		11.05
		\$	
Forfeited	(---)		---
		\$	
Canceled	(---)		---
		\$	
Nonvested at June 30, 2013	17,193		12.89
		\$	
Phantom Stock Unit Awards Expected to Vest	17,193		12.89

The total unrecognized compensation cost calculated at June 30, 2013 was \$188,000 which will be recognized through April of 2016. The Company will recognize the related expense over the weighted average period of 1.69 years.

## 7. NONCONTROLLING INTERESTS

The Company owns 100% of all subsidiaries, except for its UK subsidiary Omega Flex, Limited, of which it owns 95%. A noncontrolling interest owns the other 5%, and held a value of \$62,000 at December 31, 2012. The total equity of the Company including the non-controlling interest was \$19,742,000 at December 31, 2012.

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For the six months ended June 30, 2013, the operations of Omega Flex, Limited generated a profit of \$325,000. The noncontrolling interest's portion of the profit was therefore approximately \$16,000.

The noncontrolling interest must also recognize its share of any currency translation adjustment, since the subsidiary's functional currency is British Pounds, and the local books are

translated into US Dollars for consolidation purposes. The noncontrolling interest's share of foreign currency translation was a loss \$4,000 for the six months ended June 30, 2013.

At June 30, 2013, after considering the income and foreign currency translation components described above, the balance of the noncontrolling interest was \$74,000.

## **8. SHAREHOLDERS' EQUITY**

As of June 30, 2013 and December 31, 2012, the Company had authorized 20,000,000 common stock shares with par value of \$0.01 per share. At both dates, the number of shares issued was 10,153,633, and the total number of outstanding shares was 10,091,822, with the 61,811 variance representing shares held in Treasury.

On April 4, 2013, the Company's Board of Directors 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 of 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. The Company did not make any stock repurchases during the first six months of 2013, or during the year ended December 31, 2012.

In connection with the aforementioned share buyback program, on December 15, 2009 the Company entered into an amendment of its Rule 10b5-1 Repurchase Plan (the "Plan") dated December 15, 2008 with Hunter Associates, Inc. ("Hunter"), by which Hunter will continue to implement the share buyback program by purchasing shares of the Company's common stock in accordance with the terms of the Plan and within the safe harbor afforded by Rule 10b5-1.

## **9.**

### **SUBSEQUENT EVENTS**

The Company evaluated all events or transactions that occurred through the date of this filing. During this period, the Company did not have any material subsequent events that impacted its condensed consolidated financial statements.

**Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations**

*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 and accessories. The Company's products are concentrated in residential and commercial construction, and general industrial markets. 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 with patented fittings distributed under the trademark AutoFlare®, TracPipe® and TracPipe® CounterStrike® flexible gas piping allows users to substantially cut the time required to install gas piping, as compared to traditional methods. Most of the Company's products are manufactured at the Company's Exton, Pennsylvania facility with a minor amount of manufacturing performed in the United Kingdom. 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**

The Cash balance was \$2,502,000 at June 30, 2013, compared to \$939,000 at December 31, 2012, increasing \$1,563,000 (166.5%) during the six months. The Company generated Net Income of \$4,133,000 through the first half of the year, but also paid some major obligations, such as the UK Settlement of approximately \$1,300,000, and more typical outflows such as promotional incentives and taxes.

Accounts Payable has decreased \$1,096,000 (40%), ending at \$1,641,000 at June 30, 2013, from a balance of \$2,737,000 at December 31, 2012. The majority of the change is timing related, with less payments due to vendors outstanding at the quarter end than experienced at December 31, 2012.

Accrued Compensation was \$1,352,000 at June 30, 2013, compared with \$349,000 at December 31, 2012, thus increasing \$1,003,000 (287.4%). The increase largely represents the accumulation of the current year's accrual for incentive compensation, which is then usually paid towards the end of the year it was earned, or during the first quarter of the following year.

Accrued Commissions and Sales Incentives decreased \$1,296,000 (35.3%), being \$2,375,000 at June 30, 2013, compared to \$3,671,000 at December 31, 2012. The decrease mostly pertained to the payment of annual sales incentive programs earned in 2012 and paid during the first quarter of 2013, offset partially by the recording of the new 2013 program obligations. Customarily, annual programs represent a significant portion of the overall sales incentive payment structure, and therefore the balance at the end of a year is typically more significant than during a particular quarter.

Other Liabilities were \$2,810,000 at June 30, 2013, compared to \$4,214,000 at December 31, 2012, reducing by \$1,404,000 (33.3%). As disclosed previously in Note 5, Commitments and Contingencies, the Company's subsidiary, OFL, had been sued regarding the installation of TracPipe product in an apartment complex in England. The Company had reached a settlement of approximately \$1,300,000 regarding this issue in March of 2013, and subsequently recorded the amount in Other Liabilities as of December 31, 2012. OFL then paid \$1,300,000 during March of 2013 and thus diminished the balance of the liability accordingly, which accounts for a majority of the change between periods.

**RESULTS OF OPERATIONS****Three-months ended June 30, 2013 vs. June 30, 2012**

The Company reported comparative results from operations for the three-months ended June 30, 2013 and 2012 as follows:

**Three-months ended June 30,**

(in thousands)

	<b>2013 (\$000)</b>	<b>2013</b>	<b>2012 (\$000)</b>	<b>2012</b>
Net Sales	\$	100.0%	\$	100.0%
	18,892		14,256	
Gross Profit	\$	54.1%	\$	49.7%
	10,221		7,087	
Operating Profit	\$	20.6%	\$	5.2%
	3,894		735	

**Net Sales.** The Company's 2013 second quarter sales increased \$4,636,000 (32.5%) over the same period in 2012, ending at \$18,892,000 for the three months ended June 30, 2013, compared to \$14,256,000 for the same three months in 2012.

The increases in Net Sales are partly attributable to the recovery of the residential construction sector over the prior year, as well as a widening acceptance of the Company's more recent product offerings. An increase in volume, or units sold, accounts for the majority of the change compared to the prior year, and there was also a slight rise in pricing.

**Gross Profit.** The Company's gross profit margins have improved between the two periods, being 54.1% and 49.7% for the three-months ended June 30, 2013 and 2012, respectively. The favorable change resulted from a combination of items, including the pricing action noted above, and the Company's ability to find various efficiencies in cost of sales.

**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 \$3,196,000 and \$3,058,000 for the three-months ended June 30, 2013 and 2012, respectively, representing an increase of \$138,000. Commissions and Freight together increased \$301,000, largely in conjunction with the increase in sales volume. The impact was however softened by small decreases in various other selling related items. Sales expense as a percent of net sales has however decreased, being 16.9% for the three-months ended June 30, 2013, and 21.5% for the three-months ended June 30, 2012.

**General and Administrative Expenses.** General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, insurance, and corporate general and administrative services. General and administrative expenses were \$2,505,000 and \$2,699,000 for the three-months ended June 30, 2013 and 2012, respectively, decreasing \$194,000 between periods. The Company recognized a decrease of \$829,000 in legal and insurance related expenses primarily associated with product





liability claims and coverage. Those decreases were however partially offset by an increase of \$499,000 in staffing related expenses, mostly incentive compensation earned in associated with the strong profits generated during the quarter. As a percentage of sales, general and administrative expenses also decreased to 13.3% for the three months ended June 30, 2013 from 18.9% for the three months ended June 30, 2012.

**Engineering Expense.** Engineering expenses consist of development expenses associated with the development of new products, and costs related to enhancements of existing products and manufacturing processes. Engineering expenses increased \$31,000 for the quarter. They were \$626,000 and \$595,000 for the three months ended June 30, 2013 and 2012, respectively. Engineering expenses as a percentage of sales were 3.3% for the three months ended June 30, 2013 and 4.2% for the three months ended June 30, 2012.

**Operating Profit.** Reflecting all of the factors mentioned above, Operating Profits increased by \$3,159,000, rising close to 430% over last year. The Company had a profit of \$3,894,000 in the three-month period ended June 30, 2013, versus a profit of \$735,000 in the three-months ended June 30, 2012.

**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 interest income was nominal for the second quarter of 2013 and 2012, and both periods had similar amounts of income.

**Other Income (Expense).** Other Income (Expense) primarily consists of foreign currency exchange gains (losses) on transactions with Omega Flex Limited, our U.K. subsidiary.

**Income Tax Expense.** Income Tax Expense was \$1,304,000 for the second quarter of 2013, compared to \$255,000 for the same period in 2012. The \$1,049,000 increase was primarily due to higher income before taxes. The Company's effective tax rate in 2013 does however approximate the 2012 rate and does not differ materially from expected statutory rates.

**Six-months ended June 30, 2013 vs. June 30, 2012**

The Company reported comparative results from operations for the six-months ended June 30, 2013 and 2012 as follows:

		<b><u>Six-months ended June 30,</u></b>			
		(in thousands)			
	<b>2013</b>	<b>2013</b>	<b>2012</b>	<b>2012</b>	
	<b>(\$000)</b>		<b>(\$000)</b>		
Net Sales	\$	100.0%	\$	100.0%	
Gross Profit	35,274	53.4%	28,804	50.5%	
Operating Profit	18,821	18.0%	14,542	23.4%	
	6,357		6,733		

**Net Sales.** The Company's sales for the first six months of 2013 increased \$6,470,000



(22.5%) over the same period in 2012, ending at \$35,274,000 and \$28,804,000 in 2013 and 2012, respectively.

The Company has seen a steady growth in Net Sales during the for the first six months of the year over last year, and they currently outpace the rate of recovery in the residential construction market. The increase largely reflects a widening acceptance of the Company's more recent offerings. Increase in volume, or units sold, accounts for the majority of the change compared to the prior year, and there was also a slight rise in pricing.

Gross Profit. The Company's gross profit margins have increased between the two periods, being 53.4% and 50.5% for the six-months ended June 30, 2013 and 2012, respectively. The improvement resulted from a combination of items, including the pricing action noted above, and the Company's ability to find various efficiencies in cost of sales.

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 \$6,244,000 and \$6,014,000 for the six-months ended June 30, 2013 and 2012, respectively, representing an increase of \$230,000. Commissions and Freight increased by \$544,000 compared to last year, largely in unison with the increase in sales volume. The increases in Commissions and Freight were however partially tamped down by a decrease in advertising relating expenses. Sales expense is however lower than the prior year when compared as a percent of net sales, being 17.7% for the six-months ended June 30, 2013, and 20.9% for the six-months ended June 30, 2012.

General and Administrative Expenses. General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, insurance, and corporate general and administrative services. General and administrative expenses were \$4,876,000 and \$5,265,000 for the six-months ended June 30, 2013 and 2012, respectively, decreasing \$389,000 between periods. Legal and insurance related expenses primarily associated with product liability claims and coverage decreased \$415,000, accounting for a majority of the change. As a percentage of sales, general and administrative expenses decreased to 13.8% for the six-months ended June 30, 2013 from 18.3% for the six months ended June 30, 2012.

Insurance Legal Recovery. As previously disclosed in a Form 8-K/A filed with the Securities and Exchange Commission on March 15, 2012, the Company agreed to settle a legal dispute relating to insurance coverage and received \$4,700,000 as part of the settlement during that same month. This receipt was all recorded as income during the first quarter of 2012. There was no comparable event during 2013, and thus the change between periods is \$4,700,000. This event also impacted incentive compensation, which is included in the General and Administrative Expenses, and Income Tax Expenses, increasing both significantly compared to this year.

**Engineering Expense.** Engineering expenses consist of development expenses associated with the development of new products, and costs related to enhancements of existing products and manufacturing processes. Engineering expenses have increased between periods, as they were \$1,344,000 and \$1,230,000 for the six months ended June 30, 2013 and 2012, respectively. Engineering expenses as a percentage of sales were 3.8% for the six months ended June 30, 2013 and 4.3% for the six months ended June 30, 2012.

**Operating Profit.** Reflecting all of the factors mentioned above, Operating Profits were down \$376,000 or 5.6%, ending with a profit of \$6,357,000 for the first half of 2013, compared to \$6,733,000 in 2012. Excluding the Insurance Legal Recovery less its applicable auxiliary costs, operating profits were actually higher by 127.5% versus the prior year.

**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 interest income was nominal for the first six months of 2013 and 2012, and both periods had similar amounts of income.

**Other Income (Expense).** Other Income (Expense) primarily consists of foreign currency exchange gains (losses) on transactions with Omega Flex Limited, our U.K. subsidiary.

**Income Tax Expense.** Income Tax Expense was \$2,098,000 for the first six months of 2013, compared to \$2,392,000 for the same period in 2012, decreasing by \$294,000, largely in correlation with the change in income before taxes.

The Company's effective tax rate in 2013 does however approximate the 2012 rate and does not differ materially from expected statutory rates.

## **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 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 following is a brief discussion of the Company's more significant accounting policies.

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 at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates and assumptions relate to revenue recognition and related sales incentives, accounts receivable valuations, inventory valuations, goodwill valuation, product liability reserve and accounting for income taxes. Actual amounts could differ significantly from these estimates.

Our critical accounting policies and significant estimates and assumptions are described in more detail as follows:

### **Revenue Recognition**

The Company's revenue recognition activities relate almost entirely to the manufacture and sale of flexible metal hose and pipe. Under GAAP, revenues are considered to have been earned when the Company has substantially accomplished what it must do to be entitled to the benefits represented by the revenues. The following criteria represent preconditions to the recognition of revenue:

·  
Persuasive evidence of an arrangement for the sale of product or services must exist.

·  
Delivery has occurred or services rendered.

·  
The sales price to the customer is fixed or determinable.

·  
Collection is reasonably assured.

The Company recognizes revenue upon shipment in accordance with the above principles.

Gross sales are reduced for all consideration paid to customers for which no identifiable benefit is received by the Company. This includes promotional incentives, which includes various programs including year-end rebates and discounts. The amounts of certain incentives are known with reasonable certainty at the time of sale, while others are projected based upon the most reliable information available at the reporting date.

Commissions, for which the Company receives an identifiable benefit, are accounted for as a sales expense.

### **Accounts Receivable**

Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. The estimated allowance for uncollectible amounts is based primarily on specific analysis of accounts in the receivable portfolio and historical write-off experience. While management believes the allowance to be adequate, if the financial condition of the Company's customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required.

### **Inventory**

Inventories are valued at the lower of cost or market. 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 gross carrying value of inventory accordingly.



### **Goodwill and Intangible Assets**

In accordance with FASB ASC Topic 350, Intangibles - Goodwill and Other, the Company performs an annual impairment test in accordance with this guidance at the end of each year, or when a triggering event is noted that may indicate impairment. This was last tested at December 31, 2012, and the analysis did not indicate any impairment of goodwill. There are no circumstances that indicate that Goodwill might be impaired at June 30, 2013.

### **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 Contingencies, for various product liability claims covered under the Company's general liability insurance policies, the Company must pay certain defense costs within its deductible or self-insured retention limits, ranging primarily from \$25,000 to \$250,000 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.

### **Fair Value of Financial and Nonfinancial Instruments**

The Company measures financial instruments in accordance with Financial Accounting Standards Board (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 on its actively traded share value - a level 1 input - in determining the fair value of the 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 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 operations (other income (expense)) in the period in which they occur.

### **Accounting for Income Taxes**

The Company accounts for taxes in accordance with the FASB ASC Topic 740, Income Taxes. Under this method the Company records income tax expense and the related deferred taxes and tax benefits.

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 in which the rate is enacted. 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. No valuation reserve was deemed necessary at June 30, 2013 or at December 31, 2012. Also, in accordance with FASB ASC Topic 740 (formerly FIN 48), the Company had reserves on the books for uncertainties in tax positions of \$119,000 at both June 30, 2013, and December 31, 2012. These reserves are reviewed each quarter.

### **Other Comprehensive Income (Loss)**

For the six-months ended June 30, 2013 and 2012, respectively, the sole component of Other Comprehensive Income (Loss) was a foreign currency translation adjustment.

### **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 June 30, 2013, the Company had a cash balance of \$2,502,000. Additionally, the Company has a \$10,000,000 line of credit available with Sovereign Bank, as discussed in detail in Note 4, which had no borrowings outstanding upon it at June 30, 2013. At December 31, 2012, the Company had cash of \$939,000, and borrowings against the line of credit of \$324,000.

### **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 first six months of 2013, the Company's cash from operating activities was \$2,342,000. The first half of 2012 experienced cash from operating activities of \$4,642,000. The significant increase in 2012 was largely related to the ILR discussed in Note 5, Commitments and Contingencies, which enhanced cash from operations by approximately \$3,900,000 after considering the deduction for auxiliary costs. Inversely, the Company paid approximately \$1,300,000 during the first quarter of 2013 related to the settlement in England, also discussed in Note 5. Those two isolated events, along with various other less significant operating related items account for the \$2,300,000 decrease in cash from operating activities between periods.

As a general trend, the Company tends to deplete 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 for the first six months of 2013 and 2012 was \$405,000 and \$105,000, respectively, all related to capital expenditures for both periods. During 2013, the Company added machinery and leasehold improvements to the new facility in Exton which has required a greater outlay of cash than in the previous year.

We believe our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend upon many factors including our rate of revenue growth, the timing and extent of any expansion efforts, and the potential for investments in, or the acquisition of any complementary products, businesses or supplementary facilities for additional capacity. Regarding any known material commitments for capital expenditures, as previously touched upon, the Company does anticipate an increase in capital spending in 2013 related to the expansion of our current manufacturing capabilities, as well as space, as the Company has opened another manufacturing facility located largely adjacent to the existing main manufacturing facility in Exton, PA. Total capital spending for the coming year could approach \$1,800,000.

### **Financing Activities**

At December 31, 2012, the line of credit balance was \$324,000. During the first six months of 2013 the Company paid off the line of credit balance, and therefore had no outstanding borrowings on its line of credit as of June 30, 2013.

**CONTINGENT LIABILITIES AND GUARANTEES**

See Note 5 to the Company's financial statements.

**OFF-BALANCE SHEET ARRANGEMENTS**

Refer to Item 7 of the Company's 2012 year-end Form 10-K under the caption "Off-Balance Sheet Obligations or Arrangements".

**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 second quarter of 2013, 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 chief 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 chief 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 three-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 chief financial officer completed their evaluation.

## **PART II - OTHER INFORMATION**

### **Item 1 Legal Proceedings**

The Company's general liability insurance policies are subject to deductibles or retentions, ranging primarily from \$25,000 to \$250,000 per claim, (depending on the terms of the policy and the applicable policy year) up to an aggregate amount. The Company is insured on a first dollar basis for workers' compensation subject to statutory limits.

In the ordinary and normal conduct of the Company's business, it is subject to periodic lawsuits, investigations and claims (collectively, the Claims). There has been an increase in the frequency of those Claims over the past few years relating to product liability. The Company does not believe that the Claims have legal merit, and is therefore vigorously defending against those Claims. The Company has in place commercial general liability insurance policies that cover the Claims, as noted above, including those alleging damages as a result of product defects. 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 \$250,000, depending upon the insurance deductible in place for the respective claim year. The aggregate maximum exposure for all current open claims is estimated not to exceed approximately \$3,340,000, which represents the defense costs and any settlements or adverse verdicts incurred over time within the insurance policy deductibles or retentions. It is possible that the results of operations or liquidity and capital resources of the Company could be adversely affected by the ultimate outcome of the pending litigation as a result of the costs of contesting such lawsuits, potentially materially. The Company is currently unable to estimate the ultimate liability, if any, that may result from the pending litigation and, accordingly, the liability in the consolidated financial statements represents an accrual for legal costs for services previously rendered and outstanding settlements for existing claims. The liabilities recorded on the Company's books at June 30, 2013 and December 31, 2012 were \$638,000 and \$537,000, respectively, and are included in Other Liabilities.

In 2013, the Company recently won one of the Claims at trial in U.S. District Court in St. Louis, Missouri when the jury unanimously found that the Company was not negligent in designing its TracPipe® product, and that the TracPipe® product was not defective. In 2010, the Company took another one of the Claims to trial in Pennsylvania, and the jury returned a verdict that the Company was not negligent in designing and selling the TracPipe product, but that under the unique law in Pennsylvania for strict liability, the product lacked any element necessary to make it safe for its intended use. The Company has appealed that portion of the verdict, and the Supreme Court of Pennsylvania has agreed to hear the case with the focus on whether the product liability law in Pennsylvania should be revised.

In 2007, the Company instituted a legal complaint against a former insurer, seeking reimbursement of amounts paid in defense of a class action litigation, as well as supplementary payments made in connection with the class action. In March of 2012, the Company and the insurer settled the litigation for \$4,700,000, with receipt of the cash occurring during that same month. For clarity regarding this item, it is defined as the Insurance Legal Recovery or ILR on the accompanying condensed consolidated statement of income for the six-months ended June

30, 2012.

In February of 2012, the Company was made aware of a fraud perpetrated by an outside party involving insurance related premiums that the Company had prepaid for umbrella coverage. The assets are currently secured by a governmental agency who is investigating the case, and being held in a custodial account. The value of the assets amount to \$269,000 at June 30, 2013, and are included in Other Long Term Assets. It is possible that not all of those funds will be returned to the Company, or the Company may need to incur additional costs to procure collection, but the outcome is currently not known or able to be estimated. The Company is currently pursuing all avenues in an effort to bring closure to the event, reclaim the assets, and has since replaced the aforementioned insurance coverage.

As disclosed in Note 13, Subsequent Events, in the Company's December 31, 2012 Form 10-K, our subsidiary, Omega Flex Limited (OFL), had been sued regarding the installation of TracPipe product in an apartment complex in England. In March of 2013, OFL settled that case by entering into a settlement agreement and making a one-time payment of £800,000 to resolve all claims associated with the project. The Company subsequently recorded approximately \$1,300,000 in Other Liabilities at December 31, 2012 to reflect the event. The amount was paid in full in March 2013, and therefore there is no liability relating to this at June 30, 2013.

#### **Item 4 Submission of Matter to a Vote of the Security Holders**

On June 4, 2013, the Company held its 2013 Annual Meeting of Shareholders. The shareholders voted on the following proposals:

1.

To elect three Class 2 directors for a three year term expiring at the 2016 annual meeting of shareholders.

2.

Approval on a non-binding advisory basis the executive compensation of the Company's named executive officers.

3.

Vote on a non-binding advisory basis the frequency of non-binding advisory approvals of executive compensation

4.

To ratify the appointment by the audit committee of the board of directors of McGladrey LLP (McGladrey), as the independent auditors for the Company for the fiscal year ending December 31, 2013.



The results of the voting are as follows:

1. Election of Directors

	For	Withheld	Non-votes
J. Nicholas Filler	7,497,155	567,034	846,430
Bruce C. Klink	7,533,281	530,908	846,430
Edward J. Trainor	7,447,689	616,500	846,430

2. The proposal to approve, on a non-binding advisory basis, the executive compensation of the Company's named executive officers was approved by shareholders

For	7,183,951
Against	853,797
Abstain	26,441
Non-Votes	846,430

3. The vote, on a non-binding advisory basis, on the frequency of non-binding advisory approvals of executive compensation is as follows:

Every 1 Year	913,842
Every 2 Year	3,152
Every 3 Year	7,112,547
Non-Votes	846,430

4. The proposal to ratify the appointment by the Audit Committee of the Board of Directors of McGladrey LLP to audit the Company's financial statements for the year ending December 31, 2013 was ratified by shareholders:

For	8,891,040
Against	15,858
Abstain	3,721

**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 Chief 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 Chief 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.

**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: August 8, 2013

By: /S/ Paul J. Kane  
Paul J. Kane  
Vice President Finance  
and Chief Financial Officer

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