

Omega Flex, Inc.  
Form 8-K  
June 07, 2013

**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 4, 2012

**OMEGA FLEX, INC.**

(Exact name of registrant as specified in charter)

Pennsylvania  
(State or other  
jurisdiction of  
incorporation)

000-51372  
(Commission  
File Number)

23-1948942  
(I.R.S. Employer  
Identification No.)

451 Creamery Way

Exton, Pennsylvania 19341

(Address of Principal Executive Offices)

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

---

(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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On June 4, 2013, the Company held its Annual Meeting of Stockholders at which four proposals were voted upon: (i) the election of three class 2 directors for a three year term, (ii) approval on a non-binding advisory basis the executive compensation of the Company's named executive officers, (iii) vote on a non-binding advisory basis on the frequency of non-binding advisory approvals of executive compensation, and (iv) ratification of the appointment of independent auditors. The following persons were duly elected to serve, subject to the Company's by-laws, as directors of the Company for a three year term expiring at the 2016 annual shareholders' meeting, or until election and qualification of their successors:

| <b>Director</b>    | <b>Votes in Favor</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|-----------------------|-----------------------|-------------------------|
| 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                 |

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

|                  |           |
|------------------|-----------|
| <b>For</b>       | 7,183,951 |
| <b>Against</b>   | 853,797   |
| <b>Abstain</b>   | 26,441    |
| <b>Non-Votes</b> | 846,430   |

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

|                     |           |
|---------------------|-----------|
| <b>Every 1 Year</b> | 913,842   |
| <b>Every 2 Year</b> | 3,152     |
| <b>Every 3 Year</b> | 7,112,547 |
| <b>Non-Votes</b>    | 846,430   |

The proposal to ratify the appointment by the Audit Committee of the Board of Directors of McGladry & Pullen to audit the Company's financial statements for the year ending December 31, 2012 was ratified by the shareholders:

|                |           |
|----------------|-----------|
| <b>For</b>     | 8,891,040 |
| <b>Against</b> | 15,858    |

**Abstain**

3,721

In light of the voting results for proposal 3 regarding the frequency of non-binding advisory approvals of executive compensation, the board of directors at its meeting on June 5, 2013 decided to submit proposals to approve, on a non-binding advisory basis, the executive compensation of

---

the Company's named executive officers to the shareholders every three years. The next such vote will be in connection with the annual shareholders' meeting in 2016.

**Item 9.01. Financial Statement and Exhibits**

(a) none

(b) none

(c) none

(d) none

---

**SIGNATURES**

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

**OMEGA FLEX, INC.**

(Registrant)

Date: June 7, 2013

By: /s/ Paul J. Kane

Paul J. Kane  
Vice President and Chief Financial Officer