Omega Flex, Inc.
Form 10-Q
November 05, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended **September 30, 2009**

( ) **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	**19341**
(Address of principal executive offices)	(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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 o No o

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 o Accelerated filer o Non-accelerated filer o Smaller reporting Company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of The Exchange Act).

Yes o No x

The number of shares of the registrant s common stock issued and outstanding as of September 30, 2009 was 10,091,822.

OMEGA FLEX, INC.

QUARTERLY REPORT ON FORM 10-Q

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009

INDEX

PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

OMEGA FLEX, INC.

CONSOLIDATED BALANCE SHEETS

(unaudited)

	September 30, 2009	December 31 2008
	(Dollars in thousands)	
ASSETS		
Current Assets		
Cash and Cash Equivalents	$10,701	$9,773
Accounts Receivable - less allowances of $67 and $42, respectively	6,579	6,986
Inventories, Net	6,585	10,242
Other Current Assets	1,388	1,525
Total Current Assets	25,253	28,526
Property and Equipment - net	6,449	6,407
Goodwill	3,526	3,526
Note Receivable from former Parent Company	3,250	-
Other Long Term Assets	592	534
Total Assets	$39,070	$38,993
	======	======
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	$559	$1,562
Accrued Compensation	924	2,169
Accrued Commissions & Sales Incentives	1,636	2,028
Other Liabilities	1,427	1,657
Total Current Liabilities	4,546	7,416
Other Long-Term Liabilities	2,253	2,193
Total Liabilities	6,799	9,609
Equity:		
Omega Flex, Inc. Shareholders' Equity:		
Common Stock par value $0.01 Share: authorized 20,000,000 Shares: 10,091,822 and 10,093,808 shares issued and outstanding at		
September 30, 2009 and December 31, 2008, respectively	102	102
Paid in Capital	10,808	10,832
Retained Earnings	21,655	18,986
Accumulated Other Comprehensive (Loss)	(438)	(674)
Total Omega Flex, Inc. Shareholders' Equity	32,127	29,246
Non-Controlling Interest	144	138

Total Shareholders Equity	32,271	29,384
Total Liabilities and Shareholders Equity	$39,070	$38,993
	======	======

See Accompanying Notes to Consolidated Financial Statements.

-3-

OMEGA FLEX, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	For the three-months ended September 30,		For the nine-months ended September 30,	
	2009	2008	2009	2008
(Amounts in thousands, except earnings per Common Share)				
Net Sales	$11,328	$17,669	$31,545	$50,500
Cost of Goods Sold	5,082	8,837	15,923	25,244
Gross Profit	6,246	8,862	15,622	25,256
Selling Expense	1,982	2,750	5,945	8,054
General and Administrative Expense	1,584	1,915	4,303	5,707
Engineering Expense	525	510	1,644	1,627
Operating Profit	2,155	3,687	3,730	9,868
Interest Income, Net	64	54	110	223
Other Income (Expense), Net	22	(28)	97	(8)
Income Before Income Taxes	2,241	3,713	3,937	10,083
Income Tax Expense	602	1,293	1,274	3,615
Net Income including Noncontrolling Interest	1,639	2,420	2,663	6,468
Less: Net (Income) Loss Noncontrolling Interest	(3)	(30)	6	(76)
Net Income attributable to Omega Flex, Inc.	$1,636	$2,390	$2,669	$6,392
	=====	=====	=====	=====
Basic Earnings per Common Share:				
Net Income	$0.16	$0.24	$0.26	$0.63
	=====	=====	=====	=====
Basic Weighted Average Shares Outstanding	10,092	10,094	10,092	10,102
	=====	=====	=====	=====
Diluted Earnings per Common Share:				
Net Income	$0.16	$0.24	$0.26	$0.63
	=====	=====	=====	=====
Diluted Weighted Average Shares Outstanding	10,092	10,094	10,092	10,102
	=====	=====	=====	=====

See Accompanying Notes to Consolidated Financial Statements.

OMEGA FLEX, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

For the nine-months ended

	September 30,	
	2009	**2008**
	(Dollars in thousands)	
Cash Flows from Operating Activities:		
Net Income including Noncontrolling Interest	$2,663	$6,468
Less: Net (Income) Loss Noncontrolling Interest	6	(76)
Net Income attributable to Omega Flex, Inc.	2,669	6,392
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Depreciation and Amortization	348	420
Non-Cash Compensation Expense	49	28
Provision for Losses on Accounts Receivable, net of write-offs and recoveries	27	(69)
Changes in Operating Assets and Liabilities:		
Accounts Receivable	441	282
Inventory	3,790	(230)
Accounts Payable	(1,096)	(635)
Accrued Compensation	(1,245)	(818)
Other Liabilities	(1,105)	(2,387)
Other Assets	487	43
Net Cash Provided by Operating Activities	4,365	3,026
Cash Flows from Investing Activities:		
Notes Receivable from former Parent Company	(3,250)	3,250
Capital Expenditures	(318)	(364)
Net Cash (Used in) Provided by Investing Activities	(3,568)	2,886
Cash Flows from Financing Activities:		
Treasury Stock Purchase	(24)	(540)
Dividends Paid	---	(7,092)
Net Cash Used in Financing Activities	(24)	(7,632)
Net Increase (Decrease) in Cash and Cash Equivalents	773	(1,720)
Translation effect on cash	155	(227)
Cash and Cash Equivalents Beginning of Period	9,773	13,143
Cash and Cash Equivalents End of Period	$10,701	$11,196
	======	======
Supplemental Disclosure of Cash Flow Information		
Cash paid for Income Taxes	$ 891	$ 2,462
	====	=====
Cash received from Income Tax Refunds	$ 23	$ 26
	====	=====

See Accompanying Notes to Consolidated Financial Statements.

OMEGA FLEX, INC.

SEPTEMBER 30, 2009

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(All dollars in thousands except per share amounts)

(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 September 30, 2009 have been prepared in accordance with generally accepted accounting principles, 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 generally accepted accounting principles 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. 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. Our industrial flexible metal piping is used to carry other types of gases and fluids in a number of industrial applications where the customer requires the piping to have both a degree of flexibility and/or an ability to carry corrosive compounds or mixtures, or to carry at both very high and 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 UK, and sells its product through distributors, wholesalers and to original equipment manufacturers (OEMs) throughout North America, and in certain European markets.

Accounting Changes

The Generally Accepted Accounting Principles (GAAP) Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. As a result of the new codification structure, the FASB will not issue new standards in the forms of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts. Instead, it will issue Accounting

Standards Updates. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The guidance is effective for interim and annual periods ending after September 15, 2009. The Company adopted this guidance in the quarter ended September 30, 2009 and it did not have a material effect on the Company s consolidated statements of operations, financial position or cash flows.

The Subsequent Events Topic of the FASB ASC establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or available to be issued. The guidance is effective for interim and annual periods ending after June 15, 2009. The Company adopted this guidance in the quarter ended June 30, 2009 and it did not have a material effect on the Company s consolidated statements of operations, financial position or cash flows.

The Consolidation Topic of the FASB ASC establishes and provides accounting and reporting standards for the noncontrolling interest in a consolidated subsidiary and for the deconsolidation of a subsidiary. The Company adopted this guidance beginning in January 1, 2009 via retrospective application of the presentation and disclosure requirements.

2. SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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, 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. 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 generally 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, year end rebates, and discounts. The amounts of certain incentives are estimated at the time of sale.

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 impairment of their ability to make payments, additional allowances may be required.

Inventory

Inventories are valued at the lower of cost or market. Cost of inventories are 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 the Intangibles Goodwill and Other Topic of the FASB Accounting Standards Codification, the Company ceased recording amortization of goodwill and intangible assets with indefinite lives effective January 1, 2002. The Company performed annual impairment tests, where fair value of the reporting unit was compared to the carrying amount. The fair value of the reporting unit exceeded the carrying amounts, therefore as of December 31, 2008 the analysis showed no impairment of goodwill.

Product Liability Reserves

As explained more fully under Contingencies, the Company retains liability for the first $50 of product liability claims. To date, the Company has not experienced a meaningful product failure rate.

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 date. The Statements of Operations are translated into U.S. dollars at average exchange rates. 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 federal tax liabilities in accordance with the Income Taxes Topic of the FASB ASC. 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 that includes the enactment date. 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.

The Company is currently open to audit under the statute of limitations by the Internal Revenue Service and by various state taxing authorities for the calendar years 2006 through 2008. The Company believes that the potential liability for any uncertain tax positions is adequately reserved in its FIN 48 reserve as of September 30, 2009.

Other Comprehensive (Loss) Income

For the quarters ended September 30, 2009 and 2008, respectively, the components of Other Comprehensive (Loss) Income consisted solely of foreign currency translation adjustments.

Reclassifications

Certain reclassifications have been made to the prior year s financial statements to conform to the Consolidation Topic of the FASB ASC that includes accounting guidance for a noncontrolling interests in a consolidated subsidiary.

3. INVENTORIES

Inventories consisted of the following:

	September 30, 2009 (dollars in thousands)	December 31, 2008
Finished Goods	$4,670	$7,673
Raw Materials	1,915	2,569
Total Inventory	$6,585	$10,242

=====	=====

4. SHAREHOLDERS EQUITY

(Amounts in thousands, except share amounts)

As of September 30, 2009 and December 31, 2008, the Company had authorized 20,000,000 common stock shares with par value of $0.01 per share, and had 10,091,822 and 10,093,808 shares issued and outstanding, respectively.

On December 11, 2007, the Board authorized a special dividend of $0.70 per share to all Shareholders of record as of January 3, 2008, which was subsequently paid on January 16, 2008 in the amount of $7,092. In addition, on December 11, 2008, the Company announced that on December 8, 2008 the Board declared a dividend of $0.50 per share to all shareholders of record as of December 16, 2008, which was paid on December 23, 2008 in the amount of $5,047.

On September 11, 2009, the Company s Board of Directors authorized an extension of the stock repurchase program for an additional 24 months. The original program established in September of 2007 authorized the purchase of up to $5,000 of its common stock. The purchases may be made from time-to-time in 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. During 2009, the Company purchased 1,986 shares for $24, including commissions. Since inception, the Company has purchased a total of 61,811 shares for approximately $932 or $15 per share.

In connection with the aforementioned share buyback program, on September 15, 2009 the Company entered into an amendment of the Rule 10b5-1 Repurchase Plan (the Plan) dated September 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.

5. COMMITMENTS AND CONTINGENCIES

(Dollars in thousands)

__**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 entered into salary continuation agreements with two employees, which provide for monthly payments to each of the employees or his designated beneficiary upon the employee s retirement or death. The payment benefits range from $1 per month to $3 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 is included in Other Long-Term Liabilities, which amounts to $400 for September 30, 2009 and $350 for December 31, 2008, respectively. The

-10-

Company has obtained and is the beneficiary of three whole life insurance policies in respect of the two employees discussed above, and one other policy. The cash surrender value of such policies (included in Other Assets) amounts to $592 at September 30, 2009 and $534 at December 31, 2008, respectively.

Contingencies:

The Company retains significant obligations under its commercial insurance policies for losses occurring in the policy years in which it was a subsidiary of Mestek, Inc. For the policy year ending October 1, 2004, the Company retained liability for the first $2,000 per occurrence of commercial general liability claims (including product liability claims), subject to an agreed aggregate. In addition, for 2004 the Company retained liability for the first $250 per occurrence of workers compensation coverage, subject to an agreed aggregate. However, for policy years beginning on July 22, 2005 (the effective date of the Spin-Off, which is defined in the Company s December 31, 2008 annual report on Form 10-K), the Company s general liability insurance policies included deductibles or retentions of amounts ranging from $25 to $75, subject to an agreed aggregate. The Company is insured on a first dollar basis for workers compensation subject to statutory limits.

Warranty Commitments:

Gas transmission products such as those made by the Company carry potentially serious personal injury risks in the event of failures in the field. As a result, the Company has extensive internal testing and other quality control procedures and historically the Company has not had a meaningful failure rate in the field due to the extensive nature of these quality controls. Due to the Company s quality systems, the warranty expense is *de minimis*, and accordingly, the Company does not maintain a warranty reserve beyond a nominal amount.

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 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
- § dividends or distributions
- § 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 in an amount equal to the closing price of the Company s common stock on the

-11-

grant date. The Units follow a vesting schedule, with a maximum vesting schedule of 3 years after the grant date. Upon vesting, the Units represent a contractual right to the payment of the value of the Unit. The Units will be paid on their maturity date, which is a maximum of one year after all of the Units granted in a particular award have fully vested. The amount to be paid to the participant on the maturity date is dependant 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.

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 that termination.

Grants of Phantom Stock Units. As of December 31, 2008, the Company had 6,892 units outstanding, all of which were granted at *Full Value*. On February 20, 2009, the Company granted an additional 8,645 *Full Value* Units with a fair value at grant date of $14.54 per unit. In all cases, the grant price was equal to the closing price of the Company s common stock at the grant date.

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 service or vesting period of each grant or award.

The Stock Compensation Topic of the FASB ASC 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. As of October 8, 2007, in connection with an officer s resignation, a total of 2,874 unvested units were forfeited, however; 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 for September 30, 2009.

In accordance with the Stock Compensation Topic of the FASB ASC, the Company recorded compensation expense of approximately $49 in 2009 related to the Phantom Stock Plan.

The fair value of the Units granted through the third quarter September 30, 2009 using the Black-Scholes option-pricing model, uses the following assumptions:

Year Ended December 31,	**Expected Term**	**Expected Volatility Factor**	**Expected Dividend Amount**	**Risk-Free Interest Rate**
2007	3.0	111.00%	1.93%	4.46%
2008	3.0	87.95%	4.27%	1.77%
2009	3.0	69.56%	2.39%	1.30%

The Company has elected to use the Simplified method for calculating the Expected Term in accordance with SEC Staff Accounting Bulletin (SAB) 107, and has opted to use the Expected Dividend Amount rather than an Expected Dividend Yield.

The following table summarizes information about the Company s nonvested phantom stock Units at September 30, 2009:

	Units	**Weighted Average Grant Date Fair Value**
Number of Phantom Stock Unit Awards:		
Nonvested at December 31, 2008	6,892	$16.11
Granted	8,645	$14.54
Vested	(2,600)	($16.24)
Forfeited	(---)	($---)
Canceled	(---)	($---)
Nonvested at September 30, 2009	12,937	$14.94
	=====	=====
Phantom Stock Unit Awards Expected to Vest	12,937	$14.94
	=====	======

At September 30, 2009, a total of 3,508 Units have vested including 2,600, which vested during the first quarter of 2009. The Units granted are expected to vest in one year intervals over three years, subject to earlier termination or forfeiture.

As of September 30, 2009, the unrecognized compensation costs related to Plan Units vesting will be primarily recognized at various times through 2012.

Fiscal year ending	**2009**	**2010**	**2011**	**2012**	**Total**
Compensation Expense	$21	$68	$46	$3	$138

-13-

The Units outstanding and exercisable at September 30, 2009 were in the following exercise price ranges:

Units Outstanding

Year	**Range of Exercise Price**	**Number of Units Outstanding**	**Weighted Average Remaining Contractual Life**	**Weighted Average Exercise Price**	**Aggregate Intrinsic Value**
2007	$22.02	2,724	0.42	$22.02	---
2008	$15.76	5,076	1.42	$15.76	$ 5
2009	$15.62	8,645	2.34	$15.62	$10

Units Exercisable

Year	**Range of Exercise Price**	**Number of Units Exercisable**	**Weighted-Average Remaining Contractual Life**	**Weighted-Average Exercise Price**	**Aggregate Intrinsic Value**
2007	$22.02	---	0.42	$22.02	---
2008	$15.76	---	1.42	$15.76	---
2009	$15.62	---	2.34	$15.62	---

7. NONCONTROLLING INTERESTS

As of December 31, 2008, the Company s net equity of $29,384 consisted of $53 other comprehensive income pertaining to foreign currency translation and $136 of comprehensive income, both related to the Company s Noncontrolling Interest. Through the third quarter of 2009 the Noncontrolling Interest represented a $6 loss and $13 loss within the total Consolidated Company Income of $2,663 and Other Comprehensive Income of $236, respectively.

8. RELATED PARTY TRANSACTIONS

On June 10, 2009, the Company agreed to loan Mestek, Inc. (Mestek), its former parent, $3,250, in exchange for a promissory note (the Note). The Note requires monthly interest payments at a rate of 6% per annum on all unpaid principal, and payment in full to be received no later than October 20, 2010. Payment of the Note is however subject to the terms and conditions of a subordination agreement that exists between Omega Flex and Bank of America, N.A. The Company has received an unconditional and continuing guaranty of the loan from Sterling Realty Trust, of which J.E. Reed is the trustee.

Regarding the relationship between Omega Flex and Mestek, Mr. J. E. Reed, the Company s chairman of the board, and Mr. S. B. Reed, one of the Company s directors, are also directors, executive officers, and greater than 10% owners of Mestek.

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 controlled 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 line, 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®, the TracPipe® and CounterStrike® flexible gas piping systems allows users to substantially cut the time required to install the 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 UK. 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

(All dollars in thousands)

The Company s operations generated cash during 2009, showing an increase of $928 from December 31, 2008 to September 30, 2009. The cash position allowed the Company to make a $3,250 loan at favorable terms to a related party, Mestek, Inc. in June of 2009, which is discussed in detail in Note 8. The loan did not exist at December 31, 2008, and therefore the entire note balance is a variance compared to September 30, 2009.

During 2009, the Company s inventory balance has decreased $3,657 from $10,242 at December 31, 2008 to $6,585 at September 30, 2009. The decrease is largely due to a focus on inventory management and reductions, along with the favorable raw materials pricing reductions compared to previous years.

Accounts Payable at September 30, 2009 was $559, a decrease of $1,003 compared to $1,562 at December 31, 2008. The most significant factor was the 2009 1st quarter payment of $490 related to a 2008 raw material purchase. No other item was uniquely significant.

Accrued Compensation at September 30, 2009 has decreased $1,245 compared to December 31, 2008 as a result of the annual first quarter scheduled compensation payment less a diminished 2009 requirement.

RESULTS OF OPERATIONS

(All dollars in thousands)

Three-months ended September 30, 2009 vs. September 30, 2008

The Company reported comparative results from continuing operations for the nine-month period ended September 30, 2009 and 2008 as follows:

	Three-months ended September 30, (in thousands)			
	2009 ($000)	2009 %	2008 ($000)	2008 %
Net Sales	$11,328	100.0%	$17,699	100.0%
Gross Profit	$ 6,246	55.1%	$ 8,862	50.1%
Operating Profit	$ 2,155	19.0%	$ 3,687	20.8%

The Company s sales decreased $6,371 (36.0%) from $17,699 in the three-month period ended September 30, 2008 as compared to $11,328 in the three-month period September 30, 2009.

Revenue for the three-months ended September 30, 2009 reflects continued weakness in the residential and commercial construction industry. In an effort to outperform this general trend, the Company continues to focus on the expansion of its proprietary products into the market. Overall, volume for the quarter was down 39.8% compared to the prior year quarter.

The Company s gross profit improved from 50.1% to 55.1% for the three-month period ended September 30, 2008 and September 30, 2009, respectively, primarily due to lower production costs, including lower raw material costs.

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 $2,750 and $1,982 for the three months ended September 30, 2008 and 2009, respectively. The $768 reduction was most significantly due to a $473 decrease in commissions, related to sales volume. The remaining $295 is primarily due to a reduction in freight, combined with other insignificant items. Sales expense as a percentage of sales increased from 15.5% for the three-months ended September 30, 2008 to 17.5% for the three-months ended September 30, 2009.

General and Administrative Expenses. General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, and corporate general and administrative services. General and administrative expenses were $1,915 and $1,584 for the three months ended September 30, 2008 and 2009, respectively, a decrease of $331. The change was primarily due to a decrease of $375 in executive incentives on par with the reduction in profit, partially offset by other insignificant variables. As a percentage of sales, general and administrative expenses increased from 10.8% for the three months ended September 30, 2008 to 14.0% for the three months ended September 30, 2009.

Engineering Expense. Engineering expenses consist of development expenses associated with the development of new products and enhancements to existing products, and manufacturing engineering costs. Engineering expenses were $510 and $525 for the three months ended September 30, 2008 and 2009, respectively. Engineering expenses as a percentage of sales were 2.9% for the three months ended September 30, 2008 and 4.6% for the three months ended September 30, 2009.

Reflecting all of the factors mentioned above, Operating Profit margins decreased $1,532 (41.6%) from a profit of $3,687 in the three-month period ended September 30, 2008 to a profit of $2,155 in the three-month period ended September 30, 2009. As a percentage of sales however, profit margins were largely in line at 19% for 2009 and 20.8% for 2008.

Interest Income-Net. Interest income-net includes interest income on our interest-bearing investments and interest income on the note receivable from Mestek for the applicable months.

Other (Expense) Income-Net. Other Income-net primarily consists of foreign currency exchange gains (losses) on transactions.

Income Tax Expense. The Company s effective tax rate in 2009 approximates the 2008 rate and does not differ materially from expected statutory rates.

However, a reversal of a portion of the FIN 48 liability described in Note 2, due to the expiration of the statute of limitations, lowered tax expense in the three-months ending September 30, 2009.

Nine-months ended September 30, 2009 vs. September 30, 2008

The Company reported comparative results from continuing operations for the nine-month period ended September 30, 2009 and 2008 as follows:

	Nine-months ended September 30, (in thousands)			
	2009 ($000)	**2009 %**	**2008 ($000)**	**2008 %**
Net Sales	$31,545	100.0%	$50,500	100.0%
Gross Profit	$15,622	49.5%	$25,256	50.0%
Operating Profit	$ 3,730	11.8%	$ 9,868	19.5%

The Company s sales decreased $18,955 (37.5%) from $50,500 in the nine-month period ended September 30, 2008 as compared to $31,545 in the nine-month period September 30, 2009.

Revenue for the nine-months ended September 30, 2009 was consistent with the contraction in the construction industry. In an effort to outperform this general trend, the Company continues to focus on the expansion of its proprietary products into the market. Overall volume for the nine months was down 42.7% compared to the prior year.

The Company s gross profit margins were fairly consistent at 50.0% in the nine-month period ended September 30, 2008 and 49.5% in the nine-month period ended September 30, 2009.

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 $8,054 and $5,945 for the nine months ended September 30, 2008 and 2009, respectively. The $2,109 reduction was strongly impacted by a $1,229 decrease in commissions, related to sales volume. The remaining $880 represents a decrease in freight, and to a lesser extent various insignificant components. Sales expense as a percentage of sales increased from 15.9% for the nine-months ended September 30, 2008 to 18.8% for the nine-months ended September 30, 2009.

General and Administrative Expenses. General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, and corporate general and administrative services. General and administrative expenses were $5,707 and $4,303 for the nine months ended September 30, 2008 and 2009, respectively. The $1,404 decrease is largely attributable to an $895 decrease in executive incentive compensation. A decrease in legal costs, which was partially related to the cash settlement of the Parker Hannifin case, as outlined in the Company s December 31, 2008 Form 10-K, and other various items account for the remaining $509 decrease. General and administrative expense, as a percentage of sales, increased from 11.3% for the nine months ended September 30, 2008 to 13.6% for the nine months ended September 30, 2009.

Engineering Expense. Engineering expenses consist of development expenses associated with the development of new products and enhancements to existing products, and manufacturing engineering costs. Engineering expenses were largely in line for the nine months ended September 30, 2008 and 2009 being $1,627 and $1,644, respectively. Engineering expenses as a percentage of sales were 3.2% for the nine months ended September 30, 2008 and 5.2% for the nine months ended September 30, 2009.

Reflecting all of the factors mentioned above, Operating Profit margins decreased $6,138 (62.2%) from a profit of $9,868 in the nine-month period ended September 30, 2008 to a profit of $3,730 in the nine-month period ended September 30, 2009.

Interest Income-Net. Interest income-net includes interest income on our interest-bearing investments and interest income on the note receivable from Mestek for the applicable months.

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

Income Tax Expense. The Company s effective tax rate in 2009 approximates the 2008 rate and does not differ materially from expected statutory rates.

However, a reversal of a portion of the FIN 48 liability described in Note 2, due to the expiration of the statute of limitations, lowered tax expense in the nine-months ending September 30, 2009.

CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

(All dollars are in thousands)

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 Consolidated Financial Statements includes a summary of the significant accounting policies and methods used in the preparation of our 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 generally accepted accounting principles 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, accounts receivable valuations, inventory valuations, goodwill and intangible asset valuations, product liability costs, workers compensation claims reserves, health care claims reserves, 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. 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 generally 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, year-end rebates, and discounts. The amounts of certain incentives are estimated at the time of sale.

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 impairment of their ability to make payments, additional allowances may be required.

Inventory

Inventories are valued at the lower of cost or market. Cost of inventories are 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 the Intangibles Goodwill and Other Topic of the FASB Accounting Standards Codification, the Company ceased recording amortization of goodwill and intangible assets with indefinite lives effective January 1, 2002. The Company performed annual impairment tests, where fair value of the reporting unit was compared to the carrying amount. The fair value of the reporting unit exceeded the carrying amounts, therefore as of December 31, 2008 the analysis showed no impairment of goodwill.

Product Liability Reserves

As explained more fully under Contingencies, the Company retains liability for the first $50 of product liability claims. To date, the Company has not experienced a meaningful product failure rate.

Income Taxes

The Company accounts for federal tax liabilities in accordance with the Income Taxes Topic of the FASB Accounting Standards Codification. 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 that includes the enactment date. 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.

LIQUIDITY AND CAPITAL RESOURCES

(All amounts in thousands except share amounts)

Nine Months ended September 30, 2009

As of September 30, 2009, the Company had $10,701 in consolidated cash and cash equivalents, which is $928 more than at December 31, 2008.

Operating Activities

Cash provided by operations for the first nine months of 2009 was $4,365 compared with $3,026 provided in the first nine months of 2008, a $1,339 increase. The significant changes in operating activities included Inventory and Other Liabilities.

Cash provided by Inventories of $3,790 for the first nine months of 2009, is an improvement of $4,020 compared to 2008. This is a result of the reduction of inventory purchases in 2009 in relation to lower sales and an overall improvement in our inventory price structure.

Cash outflows for Other Liabilities decreased significantly compared to 2008, which is largely due to the final $1,850 cash payment that was made in the first quarter of 2008 related to the Legal Settlement.

Investing Activities

Cash used in investing activities for the first nine months of 2009 was $3,568, which includes a $3,250 loan to our former parent company, detailed in Note 8, compared with $2,886 provided in the first nine months of 2008. Capital spending was $318 and $364 for the first nine months ended September 30, 2009 and September 30, 2008, respectively.

Financing

Cash used in financing activities during the first nine months of 2009 was $24 compared with $7,632 used in the first nine months of 2008. The most significant component for the nine months of 2008 was the $7,092 related to the special dividend outlined in Note 4, Shareholders Equity.

On September 11, 2009, the Company s Board of Directors authorized an extension of the stock repurchase program for an additional 24 months. The original program established in September of 2007 authorized the purchase of up to $5,000 of its common stock. The purchases may be made from time-to-time in 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. During the first nine months of

2009, the Company had purchased 1,986 shares of treasury stock for $24.

On September 4, 2009, the Company extended its Revolving Line of Credit Note and a Loan Agreement with Sovereign Bank, N.A., whereby the company established a line of credit facility for a one-year duration ending September 1, 2010, and in the maximum amount of $7,500. The loan agreement provides for the payment of any loan under the agreement at a rate that is either prime rate less 0.25%, or LIBOR rate plus 1.75%. Under the terms of the agreement, the Company is required to pay a nominal commitment fee, and is also delegated to pay a Line Fee equal to 0.175% of the average unused balance on a quarterly basis. As of September 30, 2009, the Company does not have any loans or loan balances outstanding under the loan agreement.

The Company believes its liquidity position as of September 30, 2009 is fully adequate to meet foreseeable future needs and that the Company will possess adequate cash reserves to meet its day-to-day needs including any acquisitions or capital expenditures or stock repurchases it can reasonably foresee at this time.

The Company expects the collection of the $3,250 Mestek Note described in Note 8 in October of 2010. There are currently no other known trends, demands, commitments or uncertainties that the Company anticipates will significantly increase or decrease liquidity.

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 2008 year-end Form 10-K under the caption Tabular Disclosure of Contractual Obligations and Off-Balance Sheet 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

At the end of the fiscal third quarter of 2009, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based on that evaluation, the chief executive officer and the chief financial officer have concluded that, as of the date of this report, the Company s disclosure controls and procedures were effective in (1) recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and (2) ensuring that information required to be disclosed by the Company in such reports is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

There was no change in the Company s internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) identified in connection with the evaluation 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

None

Item 4 Submission of Matters to a Vote of the Security Holders

No matters were submitted to the security holders of the Company for a vote during the third quarter of 2009.

Item 6 - Exhibits

Exhibit No.	Description
10.1	Second Allonge to Revolving Line of Credit Note dated September 4, 2009 between Omega Flex, Inc. and Sovereign Bank.
10.2	Second Amendment to the Loan Agreement dated September 4, 2009 between Omega Flex, Inc. and Sovereign Bank.
10.3	Amendment 1 to the Rule 10b5-1 Repurchase Plan dated September 15, 2009 between Omega Flex, Inc. and Hunter Associates, Inc.
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: November 5, 2009

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