

MESTEK INC
Form 10-K/A
April 10, 2006
UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

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

For the fiscal year ended **December 31, 2005**

Or

o 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 **01-448**

Mestek, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

25-0661650
(I.R.S. Employer
Identification No.)

260 North Elm Street
(Address of principal executive offices)

01085
(Zip Code)

Registrant's telephone number, including area code

413-568-9571

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock No Par Value

Name of each exchange on which registered
New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

NONE

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

Yes No

The aggregate market value of voting and non-voting common shares held by non-affiliates of the registrant as of June 30, 2005, the last business day of the most recently completed second quarter of 2005, based upon the closing price for the registrant's common stock as reported in The Wall Street Journal as of such date was \$56,758,379.

APPLICABLE ONLY TO REGISTRANTS 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 Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

The number of shares of the registrant's common stock issued and outstanding as of March 31, 2006 was 8,732,125.

Portions of the registrant's definitive proxy statement relating to the registrant's 2005 Annual Meeting of Shareholders to be filed hereafter are incorporated by reference into Part II (Item 5) and Part III (Items 10-14) of this Report on Form 10-K and certain Exhibits to previous filings with the Securities and Exchange Commission are incorporated by reference into Part IV, Item 15 of this Report on Form 10-K.

EXPLANATORY NOTE

This amendment No. 1 on Form 10-K/A (the "Amendment") amends the Annual Report on Form 10-K for the year ended December 31, 2005, as filed on April 4, 2006 (the "Original Filing"), and is being filed to amend the Original Filing to include the Consent of the Registrant's Former Independent Public Accounting Firm, which had been received prior to April 4, 2006 but inadvertently omitted from the Original Filing of the Form 10-K.

The remainder of the information contained in the Original Filing is not amended hereby and shall be as set forth in the Original Filing. The Amendment continues to speak as of the date of the Original Filing and the company has not updated the disclosure in this Amendment to speak to any later date.

Number Exhibit

- 23.2 Consent of Independent Registered Public Accounting Firm
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer

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.

MESTEK, INC.
(Registrant)

Date: April 10, 2006

By: /s/ Stephen M. Shea
Stephen M. Shea
Senior Vice President Finance
and CFO (Chief Financial Officer)