

FLANDERS CORP  
Form 8-K  
July 18, 2005

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): July 18, 2005**

**Commission File Number 0-27958**

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**FLANDERS CORPORATION**

(Exact name of registrant as specified in its charter)

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**North Carolina**  
(State or other jurisdiction of  
incorporation or organization)

**13-3368271**  
(IRS Employer  
Identification No.)

**2399 26 th Avenue North, St. Petersburg, Florida**  
(Address of principal executive offices)

**33713**  
(Zip Code)

**(727) 822-4411**  
**(Registrant's telephone number)**

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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 (see General Instruction A.2. below):

- 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))

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Item 2.02 Results of Operations and financial conditions

Attached as an exhibit is the Company's press release regarding

"Flanders Q2 Earnings \$0.13 per Share"

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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 18, 2005

**FLANDERS CORPORATION**

By: /s/ Steven K. Clark

Steven K. Clark  
Chief Executive Officer

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**EXHIBIT INDEX**

99.1 Press release regarding Flanders Q2 Earnings \$0.13 per Share

**Exhibit 99.1**

***PRESS RELEASE***

**FOR IMMEDIATE RELEASE**

**Flanders Q2 Earnings \$0.13 per Share**

**St. Petersburg, Florida, July 18, 2005** – Flanders Corporation (NASDAQ:FLDR), today announced its results for the second quarter ended June 30, 2005. Earnings from operations were \$3.5 million or \$0.13 per share, up 66.7% from \$2.1 million, or \$0.08 per share, from the second quarter ended June 30, 2004. Revenues for the second quarter were \$55.5 million up 17.8% from \$47.1 million for the second quarter 2004.

Steve Clark, President and C.E.O. , commented, " We are pleased with our quarterly performance. We continued to see revenue growth amongst all product lines. We benefited from controlling operating expenses for the quarter, thus enabling us to exceed our operating budget. . We expect to improve our results going forward".

Robert Amerson, Chairman of the Board, commented "Our results are a testament to the success of our integration and product expansion. We continue to see a tremendous amount of interest in our high-end containment products for government and commercial settings. We are working to acquire contracts in this area, and believe that this could have a major impact on our operations. This is a developing market, and we have a competitive advantage with these

customers, given our long experience in what was, historically, a niche specialty manufacturing area. We are also continuing the process to implement Flanders CSD (Flanders Complete Service Division), which continues our plan of using vertical markets and leveraging our success. ”.

### Conference Call

The Company has scheduled a conference call for Tuesday, July 19, 2005 at 9:00 EST. People wishing to participate in the conference call should dial 1-877-691-0877 ten minutes prior to the call.

| <b>Selected Operations Data</b> (all but per share data in Millions) | Q2 2005 |      | Q2 2004 |      |
|--|---------|------|---------|------|
| Net sales  | \$      | 55.5 | \$      | 47.1 |
| Gross profit   |         | 13.6 |         | 11.9 |
| Operating expenses   |         | 8.4  |         | 8.4  |
| Operating income   |         | 5.2  |         | 3.5  |
| Earnings before income taxes   |         | 5.1  |         | 3.4  |
| Net earnings   | \$      | 3.5  | \$      | 2.1  |
| Net earnings per share:  |         |      |         |      |
| Basic  | \$      | 0.13 | \$      | 0.08 |
| Diluted  | \$      | 0.12 | \$      | 0.08 |
| Common shares outstanding:   |         |      |         |      |
| Basic  |         | 26.3 |         | 26.2 |
| Diluted  |         | 27.7 |         | 27.1 |

| <b>Selected Balance Sheet Data</b> (in Millions)    | 6/30/2005 |       | 12/31/2004 |       |
|---|-----------|-------|------------|-------|
| Working capital                                     | \$        | 64.2  | \$         | 54.2  |
| Total assets  |           | 171.3 |            | 159.7 |
| Long-term obligations, including current maturities |           | 30.2  |            | 23.1  |
| Total shareholders' equity                          |           | 98.9  |            | 93.2  |

Flanders is a leading air filtration products manufacturer. Flanders' products are utilized by many industries, including those associated with commercial and residential heating, ventilation and air conditioning systems, semiconductor manufacturing, ultra-pure materials, biotechnology, pharmaceuticals, synthetics, nuclear power and nuclear materials processing.

This press release contains forward-looking statements that are inherently subject to risk. These forward-looking statements are not intended to be promises or predictions of the future and may be affected by a number of factors that may change the currently anticipated outcome. These factors include market acceptance of Flanders' products, competition in the marketplace for Flanders' products, the success of retailers and distributors through which Flanders sells its products, Flanders' ability to contain costs and maintain production and efficiency with a reduced workforce, a determination by potential Flanders customers that the higher cost of its high-end filtration systems can be justified for general application, Flanders' ability to successfully retrofit existing buildings with effective sophisticated filtering and air handling systems, the ability to increase its high end containment products for commercial and governmental settings, the success of Flanders CSD (Flanders Complete Services Division), the ability to continue implementation of vertical integration of our raw material supplies and the development of increased demand for its high-end products. Many of these factors are not within Flanders' control. These factors, and others, are discussed in Flanders' periodic reports filed with the Securities and Exchange Commission and should be reviewed by the reader of this press release.

For further information on Flanders and its products, visit its web site at <http://www.flanderscorp.com/> or contact Steven Clark at (727) 822-4411.