
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): October 17, 2012

CYBEX INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

0-4538
(Commission
File Number)

11-1731581
(IRS Employer
Identification No.)

10 Trotter Drive, Medway, Massachusetts
(Address of principal executive offices)

02053
(Zip Code)

Registrant's telephone number, including area code: (508) 533-4300

(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 (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 1.01 Entry into a Material Definitive Agreement

On October 17, 2012, Cybex International, Inc. (the “Company” or “Cybex”), UM Holdings, Ltd. (“UM”) and CYB Merger Corp., a newly-formed wholly-owned subsidiary of UM (“Merger Sub”), entered into an Agreement and Plan of Merger (“Merger Agreement”) dated October 17, 2012, pursuant to which all of the Company’s outstanding common stock, other than shares owned by UM and its subsidiaries and stockholders, including John Aglialoro and Joan Carter, will be converted into \$2.55 per share payable in cash. The transaction will be effectuated by means of a merger of Merger Sub with and into Cybex pursuant to the Merger Agreement (the “Merger”).

The completion of the Merger is subject to various conditions set forth in the Merger Agreement, including;

(i) Fulfillment of a financing contingency;

(ii) Adoption of the Merger Agreement and approval of the Merger, at a special meeting of stockholders to be called after the Company files with and obtains clearance from the Securities and Exchange Commission staff of the requisite proxy material, by votes of (A) holders of two-thirds of the outstanding shares of Common Stock, and (B) holders of a majority of the outstanding shares of Common Stock exclusive of shares held by UM, its subsidiaries, Mr. Aglialoro and Ms. Carter; and

(iii) Completion of the Merger by April 30, 2013.

If the Merger is approved and consummated, all outstanding shares of the Company’s Common Stock (other than shares held by UM, its subsidiaries and stockholders, including Mr. Aglialoro and Ms. Carter) will be acquired for \$2.55 per share. Its shares will be deregistered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company will no longer be subject to the reporting requirements of the Exchange Act, and the shares will no longer trade on any market.

UM, Mr. Aglialoro and Ms. Carter currently collectively own approximately 49.5% of the Company’s common stock and, after the Merger, will be the sole stockholders of the surviving corporation. John Aglialoro and Joan Carter are the principal stockholders and executive officers of UM. John Aglialoro is the Chairman and Chief Executive Officer of Cybex and Joan Carter is a member of its Board, serving as Vice Chair and Secretary. Arthur Hicks, Jr., a member of the Board of UM and its chief financial officer, is President, Chief Operating Officer and Chief Financial Officer of Cybex and serves as a member of its Board. It is anticipated that Mr. Aglialoro, Ms. Carter and Mr. Hicks will continue in their current positions with Cybex after consummation of the Merger. James H. Carll, a member of the Board of Cybex, is a member of the Board of Directors of UM. Mr. Carll is a stockholder of Archer & Greiner, the law firm that acts as general counsel to Cybex and UM; it is anticipated that Archer & Greiner will continue in these capacities after consummation of the Merger.

Item 8.01 Other Events

On October 17, 2012, Cybex International, Inc. issued a press release (“Press Release”) reporting on the Merger Agreement and transactions contemplated therein described in Item 1.01 above. A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated October 17, 2012.

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 hereunto duly authorized.

Dated: October 18, 2012

CYBEX INTERNATIONAL, INC.
(Registrant)

By: /s/ John Aglialoro

Name: John Aglialoro

Title: Chief Executive Officer



COMPANY Arthur W. Hicks, Jr.
CONTACT: President and COO
(508) 533-4300

FOR IMMEDIATE RELEASE

**CYBEX INTERNATIONAL, INC. ANNOUNCES “GOING PRIVATE” MERGER AGREEMENT;
PUBLIC SHARES TO BE ACQUIRED AT \$2.55 PER SHARE**

MEDWAY, MA, October 17, 2012 — Cybex International, Inc. (NASDAQ: CYBI), a leading U.S. manufacturer of premium exercise equipment (“Cybex” or the “Company”), announced today that its board of directors has authorized the Company to enter into a “going private” merger agreement pursuant to which each of its outstanding shares of common stock — other than shares owned by its largest shareholder, UM Holdings, Ltd. (“UM”), and UM’s subsidiaries and shareholders, which include John Aglioloro, Cybex’s chairman and CEO, and Joan Carter, a director of the Company — will be converted into \$2.55 per share payable in cash. This transaction will be effectuated by means of a merger of a newly-formed, wholly-owned subsidiary of UM into Cybex pursuant to an Agreement and Plan of Merger (“Merger Agreement”). Following this merger, the Company will be solely owned by UM, Mr. Aglioloro and Ms. Carter, who currently collectively own approximately 49.5% of the Company’s common stock.

The merger price reflects a 89% premium over the closing price of the Company’s common stock on October 16, 2012.

The Company’s board of directors formed a special committee of three independent directors to consider the merger transaction and to negotiate the price per share and the terms of the merger on behalf of the Company. The special committee retained an independent financial advisor and legal counsel to assist it in its work. Based upon the recommendation of the special committee, which in turn received a fairness opinion from its financial advisor, the board of directors approved the Merger Agreement and determined that the Merger Agreement and the merger transaction contemplated by it are fair to, and in the best interests of, the public shareholders of Cybex.

Consummation of the merger is subject to various conditions, including approval of the Merger Agreement by the affirmative vote of two-thirds of all outstanding shares and a majority of the shares held by the public shareholders, and consummation of financing the costs of the merger. While there can be no assurance that the merger will be approved by the shareholders or consummated, the Company anticipates that it will seek approval of the merger at a special Shareholders Meeting to be held during the first quarter of 2013 and that the transaction will close shortly thereafter.

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If the merger is approved and consummated, all outstanding shares of the Company's common stock (other than shares held by UM Holdings, its subsidiaries, and Mr. Agliodoro and Ms. Carter) will be acquired for \$2.55 per share. Its shares will be deregistered under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the Company will no longer be subject to the reporting requirements of the Exchange Act, and the shares will no longer trade on any market.

UM Holdings, Mr. Agliodoro and Ms. Carter have advised the Company that they are interested only in pursuing the proposed merger transaction and that they are not interested in selling their stake in the Company or considering any strategic transaction involving the Company, other than the merger. They also have advised the Company that they intend to vote their shares in favor of the merger.

About Cybex

Cybex International, Inc. is a leading manufacturer of premium exercise equipment primarily for commercial use. The Cybex product line, including a full range of strength and cardio training machines, is designed using exercise science to reflect the natural movement of the human body. Led by the Cybex Research Institute, Cybex fitness equipment is engineered to produce optimal results for users from the first-time exerciser to the professional athlete. Cybex designs and builds its products in the USA for a wide range of facilities, from commercial health clubs to home gyms, in more than 85 countries worldwide. For more information on Cybex and its products, visit the Company's website at www.cybexintl.com.

This news release may contain forward-looking statements. There are a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by the statements made above. These include, but are not limited to, the ability of the Company to comply with the terms of its credit facilities, competitive factors, technological and product developments, market demand, economic conditions, and the resolution of litigation involving the Company. Further information on these and other factors which could affect the Company's financial results can be found in the Company's previously filed Report on Form 10-K for the year ended December 31, 2011, its Reports on Form 10-Q, its Current Reports on Form 8-K, and its proxy statement dated April 12, 2012.

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