
**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): February 6, 2013

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 8.01 Other Events

Cybex International, Inc. issued a press release (“Press Release”) announcing that at a Special Meeting of Shareholders held on February 6, 2013, its shareholders approved the proposed “going private” merger transaction 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, will be converted into \$2.55 per share payable in cash. A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01: Financial Statements and Exhibits.**(d) Exhibits**

Exhibit 99.1 Press Release dated February 6, 2013.

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: February 6, 2013

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 ANNOUNCES SHAREHOLDER APPROVAL OF “GOING PRIVATE” MERGER

MEDWAY, MA, February 6, 2013 — Cybex International, Inc. (NASDAQ: CYBI), a leading U.S. manufacturer of premium exercise equipment (“Cybex” or the “Company”), announced today that the proposed “going private” merger 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, has been overwhelmingly approved at the Special Meeting of Shareholders held February 6, 2013. Approximately 84% of the outstanding shares of Cybex common stock were voted at the meeting, including over 68% of outstanding shares held by the public shareholders. Of the proxies received from the public shareholders, over 95% were voted in favor of the merger.

Consummation of the merger continues subject to standard closing conditions, which the Company anticipates being satisfied within the next week. Upon consummation of the merger, all outstanding shares of the Company’s common stock (other than shares held by UM, its subsidiaries, and Mr. Aglioloro and Ms. Carter) will be cancelled in exchange for \$2.55 per share, cash. Cybex 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.

Shortly after the merger is completed, Cybex will forward to its shareholders a letter of transmittal with instructions on how to send share certificates to the paying agent in order to receive the merger consideration. This letter of transmittal must be used to exchange shares of common stock for the merger consideration following the merger. No shareholder should send any share certificates until the shareholder has received notice that the merger is complete accompanied by the letter of transmittal.

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 statements dated April 12, 2012 and January 4, 2013.

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