

P&F INDUSTRIES INC  
Form 8-K  
June 27, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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): June 24, 2005

P & F INDUSTRIES, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware                      1-5332                      22-1657413  
(State or Other Jurisdiction (Commission File No.)    (IRS Employer  
Identification No.)  
of Incorporation)

300 Smith Street, Farmingdale, New York 11735  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (631) 694-1800

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 (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 24, 2005, P&F Industries, Inc. (the “Registrant”), and its subsidiaries, Florida Pneumatic Manufacturing Corporation (“Florida Pneumatic”), Embassy Industries, Inc. (“Embassy”), Green Manufacturing, Inc. (“Green”), Countrywide Hardware, Inc. (“Countrywide”), Nationwide Industries, Inc. (“Nationwide”), and Woodmark International, L.P. (“Woodmark”, and collectively with the Registrant, Florida Pneumatic, Embassy, Green, Countrywide and Nationwide, the “Co-Borrowers”), Citibank, N.A. and HSBC Bank USA, National Association (collectively, the “Lenders”) and Citibank, N.A., as Administrative Agent for the Lenders, entered into an Amendment (the “Amendment”) to the Credit Agreement, dated as of June 30, 2004, by and among the Co-Borrowers, the Lenders and the Administrative Agent (the “Credit Agreement”). The Amendment extends the maturity date of the Credit Agreement from June 29, 2005 to June 30, 2006.

The foregoing is a summary of the Amendment and is qualified in its entirety by the terms and provisions of the Amendment, a copy of which is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

10.1 Amendment to Credit Agreement, dated as of June 24, 2005, by and among, P&F Industries, Inc., Florida Pneumatic Manufacturing Corporation, Embassy Industries, Inc., Green Manufacturing, Inc., Countrywide Hardware, Inc., Nationwide Industries, Inc., and Woodmark International, L.P., Citibank, N.A. and HSBC Bank USA, National Association and Citibank, N.A., as Administrative Agent for the Lenders.

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**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.

P & F INDUSTRIES, INC.

Date: June 24, 2005

/s/ Joseph A. Molino, Jr.

Joseph A. Molino, Jr.

Vice President and

Chief Financial Officer