

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): November 9, 2012

EnviroStar, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-14757

(Commission File Number)

11-2014231

(IRS Employer Identification No.)

290 N.E. 68 Street, Miami, Florida

(Address of principal executive offices)

33138

(Zip Code)

Registrant's telephone number, including area code: (305) 754-4551

Not Applicable

(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:

- 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Other than the information pertaining to the dividend declared by the Board of Directors of EnviroStar, Inc. (the "Company"), which information is filed, the information in Item 2.02 in this Report and Exhibit 99.1, including the information from Exhibit 99.1 incorporated in Item 2.02 by reference, is being furnished, and shall not be deemed "filed," for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 1.01 Entry into a Material Definitive Agreement.

On November 9, 2012, the Company entered into a Second Amendment to Credit Agreement (the "Second Amendment") with Wells Fargo Bank, National Association ("Wells Fargo"), to amend that certain Credit Agreement, dated as of November 16, 2012, between the Company and Wells Fargo, as amended by First Amendment to Credit Agreement, dated as of October 11, 2012, between the Company and Wells Fargo (collectively, the "Credit Agreement"). Under the Credit Agreement, the ratio of Total Liabilities (as defined in the Credit Agreement) to Total Net Worth (as defined in the Credit Agreement) cannot exceed 2 to 1. Pursuant to the Second Amendment, the Company's non-refundable customer deposits are excluded from the definition of Total Liabilities. The foregoing description is subject to, and qualified in its entirety by reference to, the full text of the Second Amendment filed as Exhibit 4.1(a) to this Report and is incorporated herein by reference.

Item 2.02 Results of Operations and Financial Condition.

On November 9, 2012, the Company issued a press release announcing its results of operations for the three months ended September 30, 2012. A copy of the press release is furnished (other than the information pertaining to the dividend declared by the Company's Board of Directors, which is filed) as Exhibit 99.1 to this Report and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Securityholders.

The 2012 annual meeting of stockholders of the Company was held on November 9, 2012. The stockholders voted on a proposal to elect six directors for terms that will expire at the 2013 annual meeting of stockholders. The nominees, Michael S. Steiner, William K. Steiner, Venerando J. Indelicato, David Blyer, Lloyd Frank and Alan Grunspan were elected to serve as directors of the Company. The results of the voting were as follows:

<u>Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Michael S. Steiner	4,510,020	29,679	0
William K. Steiner	4,460,320	79,379	0
Venerando J. Indelicato	4,508,320	30,879	0
David Blyer	4,532,320	7,379	0
Lloyd Frank	4,460,320	79,379	0
Alan Grunspan	4,483,820	55,879	0

Item 8.01 Other Events.

On November 9, 2012, the Company's Board of Directors declared a special cash dividend of \$.60 per share payable on December 12, 2012 to shareholders of record on November 28, 2012.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits:

4.1(a) Second Amendment to Credit Agreement, dated as of November 9, 2012, between EnviroStar, Inc. and Wells Fargo Bank, National Association.

99.1 The Company's Press Release dated November 9, 2012.

SIGNATURE

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.

EnviroStar, Inc.

Date: November 13, 2012

By: /s/ Venerando J. Indelicato
Venerando J. Indelicato,
Treasurer and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1(a)	<u>Second Amendment to Credit Agreement, dated as of November 9, 2012, between EnviroStar, Inc. and Wells Fargo Bank, National Association.</u>
99.1	<u>The Company's Press Release dated November 9, 2012.</u>



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South Biscayne
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FL33131

Tel: 3057891220
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SECOND AMENDMENT TO CREDIT AGREEMENT

THIS AMENDMENT TO CREDIT AGREEMENT (this "Amendment") is entered into as of November 2, 2012, by and between ENVIROSTAR, INC., a Delaware corporation ("Borrower"), and WELLS FARGO BANK, NATIONAL ASSOCIATION ("Bank").

RECITALS

WHEREAS, Borrower is currently indebted to Bank pursuant to the terms and conditions of that certain Credit Agreement between Borrower and Bank dated as of November 16, 2011, as amended from time to time ("Credit Agreement").

WHEREAS, Bank and Borrower have agreed to certain changes in the terms and conditions set forth in the Credit Agreement and have agreed to amend the Credit Agreement to reflect said changes.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Credit Agreement shall be amended as follows:

1. Section 4.9. (b) is hereby deleted in its entirety, and the following substituted therefor:

"(b) Total Liabilities divided by Tangible Net Worth not greater than 2.0 to 1.0 to be tested quarterly, with "Total Liabilities" defined as the aggregate of current liabilities and noncurrent liabilities, excluding non refundable customer deposits, less subordinated debt, and with "Tangible Net Worth" defined as the aggregate of total stockholders' equity plus subordinated debt less any intangible assets."

2. Except as specifically provided herein, all terms and conditions of the Credit Agreement remain in full force and effect, without waiver or modification. All terms defined in the Credit Agreement shall have the same meaning when used in this Amendment. This Amendment and the Credit Agreement shall be read together, as one document.

3. Borrower hereby remakes all representations and warranties contained in the Credit Agreement and reaffirms all covenants set forth therein. Borrower further certifies that as of the date of this Amendment there exists no Event of Default as defined in the Credit Agreement, nor any condition, act or event which with the giving of notice or the passage of time or both would constitute any such Event of Default.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the day and year first written above.

ENVIROSTAR, INC.

By: /s/ Michael S. Steiner
Michael S. Steiner, President

WELLS FARGO BANK,
NATIONAL ASSOCIATION

By: /s/ Amy L. Brown
Amy L. Brown, Vice President

From: EnviroStar, Inc.
290 NE 68 Street
Miami, FL 33138
Michael Steiner (305) 754-4551
Venerando Indelicato (813) 814-0722

FOR IMMEDIATE RELEASE

EnviroStar, Inc. Reports First Quarter Results

Announces Special Dividend

Miami, FL – November 9, 2012 – EnviroStar, Inc. (NYSE MKT:EVI) today reported operating results for the first three months of fiscal 2013.

For the three month period ended September 30, 2012, revenues increased by 3.3% to \$6,513,114 from \$6,307,871 for the same period of last year. However, net earnings decreased by 35.1% to \$151,839 or \$.02 per share during the first quarter of fiscal 2013 compared to \$233,498 or \$.03 per share during the first quarter of fiscal 2012.

The Company also announced that its Board of Directors has declared a \$.60 per share special dividend, payable on December 12, 2012 to shareholders of record on November 28, 2012. For material special dividends, the rules of the New York Stock Exchange require the ex-dividend date to be one business day after the payment date. Accordingly, the ex-dividend date has been set for December 13, 2012.

Venerando J. Indelicato, Chief Financial Officer of EnviroStar, Inc., stated: “As expected, product mix impacted margins during the first quarter of fiscal 2013 causing a decrease in net earnings for the period, however, the Company has a substantial backlog scheduled for shipment during fiscal 2013, which should significantly improve the Company’s performance for the year. In addition, the positive cash flow over the last few years has enabled the Company to establish high levels of cash. As a result, the Board of Directors, taking into consideration present tax policies, has declared a special dividend in order to return value to our shareholders.”

EnviroStar, Inc. through its subsidiaries is one of the nation’s leading distributors of commercial and industrial laundry and dry cleaning equipment and steam boilers.

This press release contains certain information that is subject to a number of known and unknown risks and uncertainties that may cause actual results and trends to differ materially from those expressed or implied by the forward-looking statements. Information concerning these factors are discussed in Company reports filed with the Securities and Exchange Commission.

EnviroStar, Inc.

EnviroStar, Inc. (NYSE
MKT: EVI)

	Three months ended September 30,	
	2012	2011
	(Unaudited)	(Unaudited)
Revenues	\$ 6,513,114	\$ 6,307,871
Earnings before income taxes	247,023	376,282
Provision for income taxes	95,184	142,784
Net earnings	\$ 151,839	\$ 233,498
Basic and diluted earnings per share	\$ 0.02	\$ 0.03
Weighted average shares outstanding:		
Basic and diluted	7,033,732	7,033,732