

ACR GROUP INC  
Form 8-K  
October 24, 2006

**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 24, 2006**

**ACR GROUP, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Texas**  
(State or Other  
Jurisdiction of  
Incorporation)

**0-12490**  
(**Commission File  
Number**)

**74-2008473**  
(IRS Employer  
Identification No.)

**3200 Wilcrest Drive,  
Suite 440  
Houston, Texas 77042**  
(Address of Principal Executive Offices, Including Zip Code)  
**(713) 780-8532**

Registrant's telephone number, including area code  
**N/A**

(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 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))

**Item 8.01 Other Events**

DST Investments, a significant shareholder of ACR Group, Inc. (the “Company”), has filed a written plan in accordance with rule 10b5-1 of the Securities Exchange Act of 1934 to sell a portion of its holdings of the Company’s stock. DST, a general partnership, is owner of 1,468,394 shares of the Company’s common stock, which is approximately 12% of the Company’s outstanding shares. The spouse of Alex Trevino, Jr., the Company’s chairman and chief executive officer, is the beneficial owner of the DST partnership interests.

Under the plan, DST may sell up to 800,000 shares, once certain target price thresholds are reached, subject to applicable volume limitations prescribed by Rule 144 of the Securities Act of 1933. The sale of shares under the plan adopted by DST began on October 23, 2006. The plan terminates once the share limit is reached or October 10, 2007, whichever is sooner.

**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, thereunto duly authorized.

**ACR Group, Inc.**

Dated: October 24, 2006

By:

/s/ Anthony R. Maresca  
**Anthony R. Maresca**  
**Senior Vice President and Chief**  
**Financial Officer**

**Forward-Looking Statements**

Statements in this release that relate to management's expectations or beliefs concerning future plans, expectations, events, and performance are "forward-looking" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results or events could differ materially from those anticipated in the forward-looking statements due to a variety of factors including, without limitation, weather conditions, the effects of competitive pricing, general economic conditions, and availability of capital. For more detailed information on the risks and uncertainties associated with these forward-looking statements and the Company's other activities, see the periodic reports filed by the Company with the Securities and Exchange Commission such as Form 10-K, Form 10-Q and Form 8-K.

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**For Immediate Release**

**Investor Relations Representative**  
Contact: Mr. Noel Ryan  
Director, Lambert, Edwards & Associates  
616-233-0500

**Company Representative**  
Contact: Mr. Tony Maresca  
Chief Financial Officer, ACR Group, Inc.  
713-780-8532