

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): September 28, 2004

DRYCLEAN USA, Inc.

-----  
(Exact name of registrant as specified in its charter)

Delaware

-----  
(State or other jurisdiction of incorporation)

0-9040

11-2014231

-----  
(Commission File Number)

-----  
(IRS Employer Identification No.)

290 N.E. 68 Street, Miami, Florida 33138

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(Address of principal executive offices) (Zip Code)

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

Not Applicable

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(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))

Item 2.02, including Exhibit 99.1 and the information therefrom incorporated herein by reference, other than the portions thereof announcing the declaration of an annual dividend, are being furnished, and shall not be deemed "filed," for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to liability under that section, nor shall they 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 2.02 Results of Operations and Financial Condition.  
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On September 28, 2004, the Company issued a press release announcing, among other things, its results of operations for the Company's fiscal year ended June 30, 2004. A copy of the press release (other than the portion thereof announcing the declaration of an annual dividend, which portion shall be deemed filed) is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference.

Item 8.01      Other Events.  
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On September 27, 2004, the Company's Board of Directors declared a \$.06 per share annual dividend payable on November 1, 2004 to shareholders of record on October 15, 2004.

Item 9.01      Financial Statements and Exhibits.  
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- (a) Financial Statements of Businesses Acquired: None
- (b) Pro Forma Financial Information: None
- (c) Exhibits:

99.1 The Company's press release dated September 28, 2004.

SIGNATURE  
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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.

DRYCLEAN USA, Inc.

Date: September 30, 2004      By: /s/ Venerando J. Indelicato  
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Venerando J. Indelicato,  
Treasurer and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.      Description  
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99.1              The Company's press release dated September 28, 2004.

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

FOR IMMEDIATE RELEASE

DRYCLEAN USA, Inc. Announces Year End Results

Board of Directors Increases the Annual Dividend

Miami, FL - September 28, 2004 - DRYCLEAN USA, Inc. (AMEX:DCU) today reported results of operations for the Company's fiscal year ended June 30, 2004.

Net earnings from continuing operations for fiscal 2004 were \$536,217 or \$.08 per diluted share, on revenues of \$14,672,265, compared to net earnings from continuing operations of \$546,134 or \$.08 per diluted share, on revenues of \$14,517,467 for fiscal 2003.

The Company also announced that the Board of Directors declared a \$.06 per share annual dividend, an increase of 20% over the fiscal 2003 dividend, payable on November 1, 2004 to shareholders of record on October 15, 2004.

Venerando J. Indelicato, Chief Financial Officer of DRYCLEAN USA, Inc. stated: "Although earnings in fiscal 2004 were essentially flat, cash flow continued to increase showing the Company's continued financial strength. On this confidence, the Board increased its annual dividend to its shareholders."

DRYCLEAN USA, Inc., through its subsidiaries is one of the nation's leading distributors of industrial laundry, dry cleaning machines and steam boilers. Its subsidiary, DRYCLEAN USA License Corp, is one of the largest franchise and license operations in the dry cleaning industry, currently consisting of over 400 franchised and license stores in the United States, the Caribbean and Latin America.

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 such factors are discussed in Company reports filed with the Securities and Exchange Commission.

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DRYCLEAN USA, Inc.

DRYCLEAN USA, Inc. (AMEX:DCU)

<TABLE>  
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Summary Consolidated Statements of Operations

	For the year ended June 30, 2004	For the year ended June 30, 2003
<S>	<C>	<C>
Revenues	\$14,672,265	\$14,517,467
Earnings from continuing operations	853,627	880,223
Provision for income taxes	317,410	334,089
Net earnings from continuing operations	536,217	546,134
Net earnings from disposal of discontinued operations	57,659	
Net earnings	\$ 536,217	\$ 603,793
Basic and diluted earnings per share:		
Continuing operations	\$ .08	\$ .08
Discontinued operations		.01
Net earnings	\$ .08	\$ .09

Weighted average shares outstanding		
Basic	7,009,188	6,996,450
Diluted	7,032,060	6,996,450

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