

**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) **November 8, 2012**

Clearfield, Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

0-16106
(Commission File Number)

41-1347235
(IRS Employer Identification No.)

5480 Nathan Lane North, Suite 120, Plymouth, MN
(Address of principal executive offices)

55442
(Zip Code)

Registrant's telephone number, including area code: **(763) 476-6866**

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 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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Items under Sections 1, 3, 4 and 6 through 8 are not applicable and therefore omitted.

Item 2.02. Results of Operations and Financial Condition.

On November 8, 2012, Clearfield, Inc. (the "Company") issued a press release announcing the results of its fourth quarter and fiscal year ended September 30, 2012. A copy of that press release is furnished hereto as Exhibit 99.1 and is hereby incorporated by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

FY 2012 Cash Bonus Program

On November 6, 2011, the Compensation Committee (the "Committee") of the Board of Directors of the Company approved a cash bonus program for fiscal year 2012 (the "2012 Bonus Program"). The current executive officers (the "Executives") that participated in the 2012 Bonus Program are: Cheryl P. Beranek, Chief Executive Officer; John P. Hill, Chief Operating Officer; and Daniel R. Herzog, Chief Financial Officer.

The performance goal under the 2012 Bonus Program for the Executives consisted of the Company's net income for fiscal year 2012 from continuing operations, excluding taxes, interest income or expense, and any bonus amounts ("FY12 ICO").

On November 6, 2012, the Compensation Committee determined the bonus pool amounts available under the 2012 Bonus Program based upon FY2012 ICO, which met the amount set by the Compensation Committee. Amounts from the bonus pool created by the 2012 Bonus Program were allocated by the Company's management among eligible non-executive officer employees. On November 6, 2012, the Compensation Committee approved the following payouts to the Executives from the amounts remaining in the bonus pool: Ms. Beranek, \$200,000; Mr. Hill, \$185,000 and Mr. Herzog \$40,000.

Item 9.01. Financial Statements and Exhibits.

(c) The following exhibit is being furnished herewith:

99.1 Press release dated November 8, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Clearfield, Inc.

(Registrant)

/s/ **CHERYL P. BERANEK**

November 8, 2012

(Date)

Cheryl P. Beranek
Chief Executive Officer

Clearfield, Inc. Reports Fiscal Year 2012 Year-End and 4th Quarter Results

Company Sets Records for Annual Revenues and Operating Income

FY 2012 Revenues:	\$37,474,000, up 6% from fiscal year 2011
FY 2012 Gross Profit:	\$15,286,000, up 4% from fiscal year 2011
FY 2012 Operating Income:	\$4,275,000, up 15% from fiscal year 2011
FY 2012 Net Income:	\$7,701,000, up 25 % from fiscal year 2011
FY 2012 Net Income per Share:	\$0.60 per diluted share

Balance Sheet: \$19,357,000 in cash and investments at September 30, 2012 and no debt.

MINNEAPOLIS, Nov. 8, 2012 (GLOBE NEWSWIRE) -- Clearfield, Inc. (Nasdaq:CLFD), the specialist in fiber management and connectivity platforms for communications providers, today announced results for its fiscal year 2012 and the fourth quarter of fiscal year 2012, which ended September 30, 2012.

Year to Date Performance

Revenue for fiscal year 2012 was \$37,474,000 in comparison to \$35,193,000 for fiscal 2011, an increase of 6%. Gross profit was \$15,286,000 for fiscal 2012, in comparison to \$14,658,000 for fiscal 2011, an increase of 4%. Gross margin for fiscal 2012 was 40.8% in comparison to 41.7% in fiscal 2011. Operating expenses were \$11,011,000 for fiscal 2012, in comparison to \$10,942,000 in fiscal 2011, relatively unchanged between periods. Operating income was \$4,275,000, up \$559,000, or approximately 15%, from fiscal year 2011 in which \$3,716,000 was recorded. Net income was \$7,701,000 or \$0.60 per diluted share for fiscal 2012, compared to \$6,167,000 or \$0.48 per diluted share in fiscal year 2011, an increase of 25%. The reversal of a portion of the valuation allowance associated with the Company's deferred tax assets, consisting primarily of net operating loss carry forwards, added approximately \$3,518,000 in non-cash income tax benefit to net income for fiscal 2012, as compared to a non-cash benefit of \$2,482,000 for a similar reversal of a portion of the valuation allowance in fiscal 2011. Earnings per share before taxes were \$0.33 per diluted share for fiscal year 2012, compared to \$0.29 per diluted share for fiscal 2011.

4th Quarter Performance

Revenue for the fourth quarter 2012 was \$10,403,000 in comparison to revenue of \$10,702,000 for the fourth quarter 2011, a decrease of 3%. Gross profit was \$4,215,000 for the fourth quarter of 2012, in comparison to \$4,480,000 for the fourth quarter of 2011, a decrease of approximately 6%. Gross margin for the fourth quarter 2012 was 40.5%, versus 41.9% in the fourth quarter of fiscal 2011. Operating expenses were \$2,891,000 for the fourth quarter 2012, in comparison to \$3,082,000 for the fourth quarter of 2011, a decrease of approximately 6%. Operating income was \$1,324,000, a decrease of \$73,000, or 5%, from \$1,397,000 recorded in the fourth quarter of 2011. Net income was \$4,828,000 for the fourth quarter 2012, compared to net income of \$3,856,000 in the fourth quarter 2011, an increase of 25%. The reversal of a portion of the valuation allowance associated with the Company's deferred tax assets mentioned above added approximately \$3,518,000 in non-cash income tax benefit to net income for the fourth quarter of fiscal 2012, as compared to a non-cash benefit of \$2,482,000 for a similar reversal of a portion of the valuation allowance in the fourth quarter of fiscal 2011. Earnings per share before taxes were \$0.10 per diluted share for fiscal year 2012, compared to \$0.11 per diluted share for fiscal 2011.

Orders in Backlog and Select Balance Sheet Highlights

Orders in backlog as of September 30, 2012 totaled \$2,647,000 in comparison to \$2,806,000 as of June 30, 2012, reflecting a decrease of \$159,000, or 6%. Cash and investments at September 30, 2012 totaled \$19,357,000. The Company has no long-term debt.

Reversal of Deferred Tax Valuation Allowance

During the fourth quarter of fiscal year 2012, Clearfield reversed a substantial portion of the remaining valuation allowance of the deferred tax assets in the amount of \$3,518,000, which contributed \$0.28 per diluted share. The reduction in the valuation allowance resulted in the recognition of a non-cash income tax benefit that was \$3,479,000 in the fourth quarter of 2012. The reversal of the valuation allowance followed an evaluation of our historical net operating losses and our more recent history of consecutive quarters of profitability.

Commentary- Cheryl Beranek, President & CEO of Clearfield

"Fiscal year 2012 represents our fifth consecutive year of profitability at Clearfield. This year's record revenue and operating income performance reflects the Company's ongoing commitment to establishing a strong foundation upon which to build our continued growth," comments Cheryl Beranek, president and CEO of Clearfield. "While many in the industry are reporting reductions in sales revenues during the past year due to economic uncertainty and Federal regulatory changes, Clearfield continues to expand its base of clientele, markets and product mix.

"It is with great pride that we are able to record the near-full reversal of the valuation allowance against our deferred tax assets. Clearfield's demonstrated profitability in the past five years is a direct result of the successful execution of our strategic operating plan. Our confidence in

the sustainability of our future profitability is reflected in this decision. Shareholders should note that the company will continue to benefit from our deferred tax asset and will not incur a use of cash for a substantial portion of our tax expense. Moving forward, in addition to revenue, a comparison of operating income and earnings per share before tax will provide the best measure to review quarter-over-quarter and year-over-year results.

"We are continuing to significantly invest in ongoing market and product development. Over the past six months, the Company has booked more than \$500,000 in revenue in markets outside of the United States. Much of this revenue is associated with pilot FTTH projects in the Caribbean and Latin American markets that are expected to mature into larger scale deployments in upcoming quarters. Recent announcements of Clearview Blue and the FieldSmart FxHD are introducing the company to an emerging requirement for even higher density in data centers and central offices. Moreover, the Company continues to evaluate its supply chain and is investing in products and programs that will further enhance the strength of our core supply partner community."

About Clearfield, Inc

Clearfield, Inc. (Nasdaq:CLFD) designs, manufactures and distributes fiber optic management products for the communications networks of leading ILECS, CLECs, MSO/cable TV companies and mobile broadband providers. We help service providers solve the Fiber Puzzle, which is how to reduce high costs associated with deploying, managing, protecting and scaling a fiber optic network to deliver the mobile, residential and business services customers want. Based on the patented Clearview™ Cassette, our unique single-architected, modular fiber management platform is designed to lower the cost of broadband deployment and maintenance by consolidating, protecting and distributing incoming and outgoing fiber circuits and enable our customers to scale their operations as their subscriber revenues increase. Headquartered in Plymouth, MN, Clearfield deploys more than a million fiber ports each year.

Forward-Looking Statements

Forward-looking statements contained herein are made pursuant to the safe harbor provisions of the Private Litigation Reform Act of 1995. These statements are based upon the Company's current expectations and judgments about future developments in the Company's business. Certain important factors could have a material impact on the Company's performance, including, without limitation the effect of the significant downturn in the U.S. economy on Clearfield's customers; the impact of the American Recovery and Reinvestment Act or any other legislation on customer demand and purchasing patterns; cyclical selling cycles; need to introduce new products and effectively compete against competitive products; dependence on third-party manufacturers and the availability of raw materials, particularly fiber; reliance on key customers; rapid changes in technology; the negative effect of product defects; the need to protect its intellectual property; the impact on its financial results or stock price of its ability to use its deferred tax asset, consisting primarily of net operating loss carry forwards, to offset future taxable income; the valuation of its goodwill and the effect of its stock price, among other factors, on the evaluation of goodwill; and other factors set forth in Clearfield's Annual Report on Form 10-K for the year ended September 30, 2011 as well as other filings with the Securities and Exchange Commission. The Company undertakes no obligation to update these statements to reflect actual events.

CLEARFIELD, INC.

CONDENSED STATEMENTS OF OPERATIONS

UNAUDITED

	Three Months Ended		Twelve Months Ended	
	September 30		September 30	
	2012	2011	2012	2011
Revenues	\$ 10,402,913	\$ 10,701,634	\$ 37,473,966	\$ 35,192,532
Cost of sales	6,187,674	6,221,719	22,188,245	20,534,174
Gross profit	4,215,239	4,479,915	15,285,721	14,658,358
Operating expenses				
Selling, general and administrative	2,891,098	3,082,495	11,010,840	10,942,149
Income from operations	1,324,141	1,397,420	4,274,881	3,716,209
Other income				
Interest income	24,591	26,530	102,014	109,595
Other income	--	--	--	25,500
Income before income taxes	1,348,732	1,423,950	4,376,895	3,851,304
Income tax benefit	(3,478,976)	(2,432,021)	(3,324,299)	(2,316,142)
Net income	<u>\$ 4,827,708</u>	<u>\$ 3,855,971</u>	<u>\$ 7,701,194</u>	<u>\$ 6,167,446</u>

Net income per share:

Basic	<u>\$0.39</u>	<u>\$0.32</u>	<u>\$0.62</u>	<u>\$0.51</u>
Diluted	<u>\$0.37</u>	<u>\$0.30</u>	<u>\$0.60</u>	<u>\$0.48</u>

Weighted average shares
outstanding:

Basic	<u>12,465,774</u>	<u>12,181,093</u>	<u>12,371,371</u>	<u>12,085,491</u>
Diluted	<u>12,978,835</u>	<u>12,787,085</u>	<u>12,790,168</u>	<u>12,749,933</u>

CLEARFIELD, INC.
CONDENSED BALANCE SHEETS
UNAUDITED

September 30, 2012 September 30, 2011

Assets

Current Assets

Cash and cash equivalents	\$ 5,678,143	\$ 11,281,027
Short-term investments	9,107,000	1,849,000
Accounts receivable, net	3,022,636	3,228,864
Inventories	2,971,614	2,757,151
Other current assets	<u>1,965,204</u>	<u>1,164,243</u>
Total current assets	22,744,597	20,280,285

Property, plant and equipment, net	1,107,468	986,031
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Other Assets

Long-term investments	4,572,000	2,707,000
Goodwill	2,570,511	2,570,511
Deferred taxes –long term	6,498,250	3,558,797
Other	<u>247,512</u>	<u>199,467</u>
Total other assets	<u>13,888,273</u>	<u>9,035,775</u>
Total Assets	<u>\$ 37,740,338</u>	<u>\$ 30,302,091</u>

Liabilities and Shareholders' Equity

Current Liabilities

Accounts payable	1,492,294	1,439,611
Accrued compensation	1,470,232	2,465,132
Accrued expenses	<u>54,268</u>	<u>106,383</u>
Total current liabilities	3,016,794	4,011,126
Commitment and contingencies	--	--
Deferred rent	<u>37,643</u>	<u>61,794</u>
Total Liabilities	3,054,437	4,072,920

Shareholders' Equity

Common stock	124,711	122,707
Additional paid-in capital	54,155,670	53,402,138
Accumulated deficit	<u>(19,594,480)</u>	<u>(27,295,674)</u>
Total Shareholders' Equity	<u>34,685,901</u>	<u>26,229,171</u>
Total Liabilities and Shareholders' Equity	<u>\$ 37,740,338</u>	<u>\$ 30,302,091</u>

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