

**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: February 22, 2018
(Date of earliest event reported)

CLEARFIELD, INC.
(Exact Name of Registrant as Specified in Charter)

Minnesota
(State or Other Jurisdiction of Incorporation)

000-16106
(Commission File No.)

41-1347235
(IRS Employer Identification No.)

7050 Winnetka Avenue North, Suite 100, Brooklyn Park, MN 55428
(Address of Principal Executive Offices)(Zip Code)

(763) 476-6866
(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Item 7.01 Regulation FD Disclosure.

On February 22, 2018, Clearfield, Inc. (the “Company”) will hold its 2018 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, management of the Company will give the presentation attached hereto as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 is intended to be furnished under Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation for the 2018 Annual Meeting of Shareholders of Clearfield, Inc.

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.

CLEARFIELD, INC.

Dated: February 22, 2018

By /s/ Cheryl Beranek
Cheryl Beranek, Chief Executive Officer



Welcome to the 2018 Clearfield Annual Meeting

February 22, 2018



CLEARFIELD

NASDAQ:CLFD

Leader in Fiber Optic Management & Connectivity Solutions

2018 Shareholder Meeting

February 22, 2018

This meeting was called by a
notice and proxy statement first mailed on
January 9, 2018
to all shareholders of record on
December 27, 2017
We have received proxies representing more than a majority
of the outstanding shares of common stock.

Therefore, this meeting has been duly called and a
quorum is present.

2/22/2018

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- Elect six (6) directors to serve until the next Annual Meeting of the Shareholders or until their respective successors have been elected and qualified;
- Approve, on a non-binding advisory basis, the compensation paid to our named executive officers; and
- Ratify the appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm for Clearfield, Inc. for the fiscal year ending September 30, 2018.

2/22/2018

2/22/2018

Important Cautions Regarding 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: our success depends upon adequate protection of our patent and intellectual property rights and our ability to successfully defend against claims of infringement; our results of operations could be adversely affected now that the stimulus funds of the American Recovery and Reinvestment Act are fully allocated and projections are nearing completion; National Broadband Plan's transitioning from the USF to the CAF program may cause our customers and prospective customers to delay or reduce purchases; a significant percentage of our sales in the last three fiscal years have been made to a small number of customers, and the loss of these major customers would adversely affect us; intense competition in our industry may result in price reductions, lower gross profits and loss of market share; our results of operations could be adversely affected by economic conditions and the effects of these conditions on our customers' businesses; our operating results may fluctuate significantly from quarter to quarter, which may make budgeting for expenses difficult and may negatively affect the market price of our common stock; to compete effectively, we must continually improve existing products and introduce new products that achieve market acceptance; our acquisition of the outdoor powered cabinet products may not produce the anticipated financial results within the timeframes expected; our acquisition of the outdoor powered cabinet products may not deliver the customer synergies expected; we may face circumstances in the future that will result in impairment charges, including, but not limited to, significant goodwill impairment charges; we rely on single-source suppliers, which could cause delays, increases in costs or prevent us from completing customer orders, all of which could materially harm our business; we face risks associated with expanding our sales outside of the United States; further consolidation among our customers may result in the loss of some customers and may reduce sales during the pendency of business combinations and related integration activities; we are dependent on key personnel; product defects or the failure of our products to meet specifications could cause us to lose customers and sales or to incur unexpected expenses; and other factors set forth in Part I, Item 1A. Risk Factors of Clearfield's Annual Report on Form 10-K for the year ended September 30, 2017 as well as other filings with the Securities and Exchange Commission. The Company undertakes no obligation to update these statements to reflect actual events.

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2/22/2018

We provide fiber **management**, **protection**, and **delivery** products that enable service providers to cost-effectively build and scale their fiber networks

Manage

Uniform and modular platform reduces the costs of managing and deploying fiber



Protect

Innovative product design ensures fiber is protected throughout the network



Deliver

Patented technology forms the core building blocks for more than 550 deployments globally



Celebrating our 10th Anniversary: 20 million fiber ports delivered



CLEARFIELD

2008:
Clearfield® is born

2010: Entered the optical components packaging business

2012: Entered Caribbean and Latin America (CALA) markets



2014: Expanded manufacturing capacity with Mexico facility

2016: YOURx™ platform makes fiber your way

2017: Telcordia certifications announced

2018: Expanded TAM by 10% with acquisition of Calix powered cabinet line

| 2008

2018

2008: Launched patented Clearview® Cassette



2013: Launched FieldShield®



2015: Moved to larger U.S. facility to expand manufacturing and operations capacity



Today: Included in 700+ fiber deployments

700+

Note: Figure not drawn to scale

Minneapolis StarTribune: January 29, 2018

Among 70 some Minnesota public companies, 38 have performed better than the S&P 500 index.

The Top 10 Companies for Total Return on Share Price Percentage (January 25, 2008 – January 25, 2018):

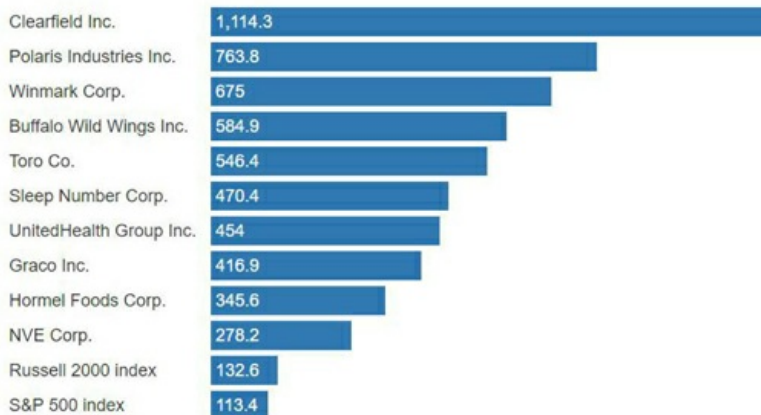


Chart: Jim Foster, Star Tribune • Source: Thomson Reuters • Created with Datawrapper

CommScope, Clearfield Agree to Patent Lawsuit Settlement

HICKORY, NC, and MINNEAPOLIS, February 22, 2018—CommScope, a global leader in infrastructure solutions for communications networks, and Clearfield, Inc., the specialist in fiber management and connectivity platforms for communications providers, have agreed to terms of a settlement that would resolve the patent infringement lawsuit CommScope filed against Clearfield in January 2017 (*CommScope Technologies, LLC v. Clearfield, Inc.*, 17-cv-307 (D. Minn.)).

In the suit, CommScope claimed infringement of 13 patents relating to CommScope fiber-to-the-X (FTTx) innovations by certain features of specific models of Clearfield's cabinet, splitter, and terminal products. Clearfield responded with affirmative defenses and filed *inter partes* reviews with the US Patent and Trademark Office relating to some of the asserted patents.

As part of the settlement, the parties will jointly dismiss the litigation and withdraw the *inter partes* reviews. In addition, Clearfield has moved to new design solutions in place of the contested products, and will pay CommScope a one-time payment of \$850,000.

—END—

Our Scalable, Uniform and Cost-Effective Platform



Fiber Management

Fiber Protection & Delivery

FieldSmart

Clearview

FieldShield and YOURx

Panels, frames, cabinets, pedestals, etc., for the inside plant, outside plant and access network

Patented cassettes that connect multiple fiber optic cables

Fiber pathway and protection system consisting of microducts, cables, connectors and terminals

Clearfield Unveils the YOURx-Aerial Terminal; Sets New Benchmark for Faster FTTx Deployments

February 22nd, 2018 | Press Releases

Unique Design Reduces Fiber Turn-up Time By Up To 50 Percent for Pre-Connectorized Aerial Deployments

MINNEAPOLIS – February 22, 2018 – [Clearfield, Inc.](#) (NASDAQ:CLFD), the specialist in fiber management for communication service providers, today introduced the YOURx™-Aerial

The Road to Profitably Growing Revenue Faster Than 15%



Phase I (2008-2015)	Phase II (2015+)	Phase III (2018+)
<ul style="list-style-type: none"> • Rebuild the company • Restore balance sheet and develop profitable and sustainable growth business • Build and expand the value proposition through patented and cost-minimizing solutions 	<ul style="list-style-type: none"> • Expand into national carrier market through product approvals, master purchase agreements (MPAs) and certifications: <ul style="list-style-type: none"> • Certifications achieved: NEBS (central office panels); GR-326 (SC and LC connectors and cables); GR-487 (Makwa) • Product approvals gained at Verizon, AT&T, CenturyLink, Frontier, Windstream, and Charter • MPA gained at Tier 1 customer, with three pending 	<ul style="list-style-type: none"> • Secure additional partnerships that will expand “feet on the street” • Dedicate sales resources to align company with industry EF&I firms, along with optical fiber and electronics vendors for referral business opportunities • Expand product suite to add more revenue to existing clients and new markets for existing product technologies

Why is the Calix Product Acquisition Strategic?

For Clearfield

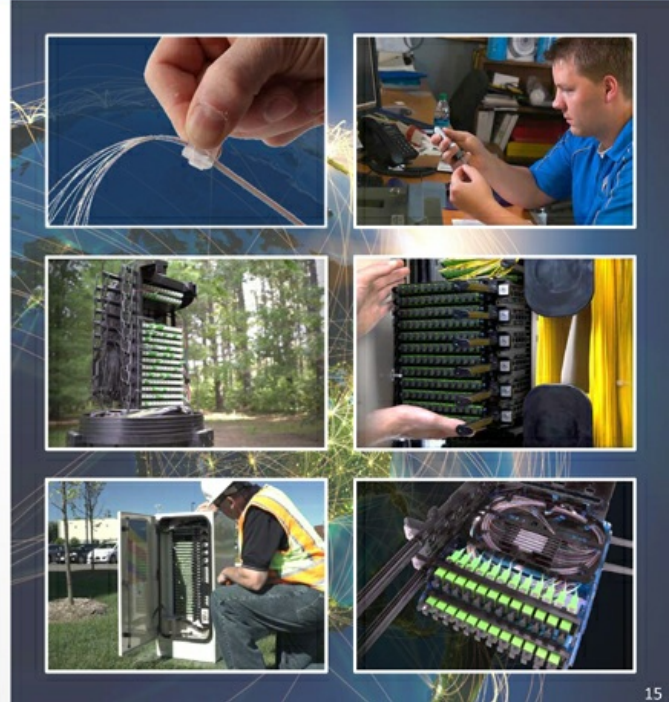
- **Telcordia certified powered cabinet line complementary to existing portfolio**
- Incremental opportunity with limited SG&A investment
- **Expand sales presence through the Calix channel**
- Integration costs are limited
- **Is immediately accretive to earnings**

For the Industry

- **Accelerates entry into Tier 1**
- Exposes the company us to other electronics manufacturers looking to focus on transformation to cloud platforms and software
- **Positions for future powered cabinet solutions of Calix deployments for 5G**
- Aligns Clearfield with Calix as they pursue Verizon business (Verizon has publicly stated this alignment)

For Customers

- No disruption to existing customers who can continue buying Clearfield powered cabinet product through Calix
- **Expands available Clearfield market opportunity in Tier 3 through earlier sales visibility and implied endorsement**
- Sellable to all of Clearfield's telco customers



SOLVE FOR X

It's fiber to anywhere.



Clearfield ODC Product Line

Strategic Acquisition

Clearfield ODC Product Line



ODC-100



ODC-200



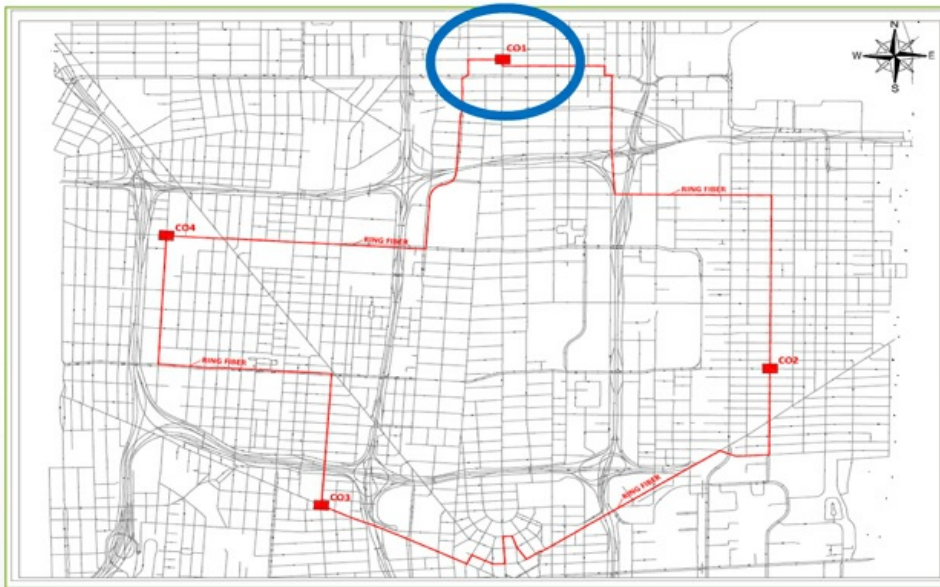
ODC-1000



ODC-2000

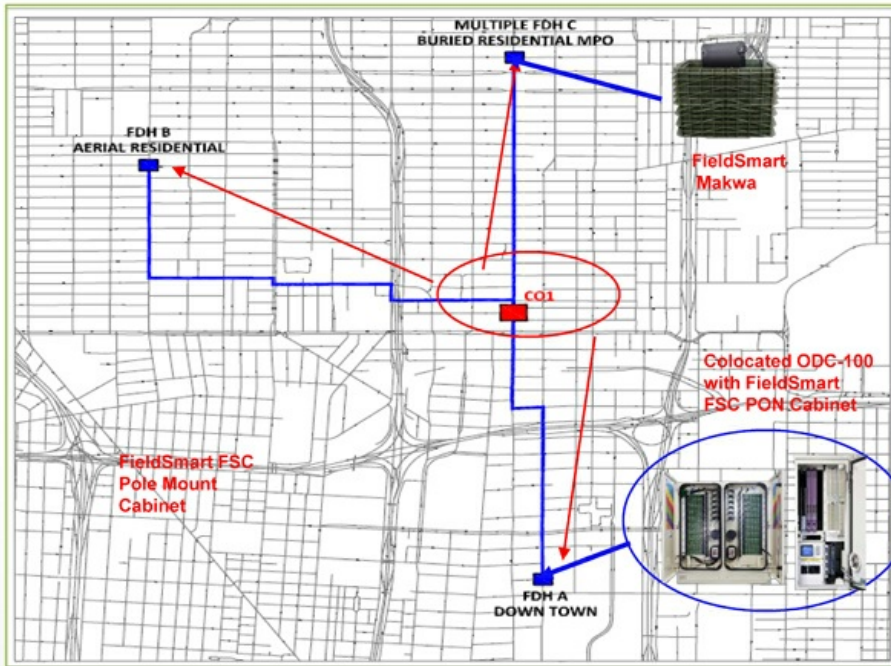


Basic Example Fiber Ring Architecture



- Outside Plant design starts with a map of a serving area
- Fibers are routed through multiple central offices (COs) in an area to form a fiber ring
- Each CO further divides up the serving area

CO 1 Drill Down To FDHs In Fiber Serving Areas A /B

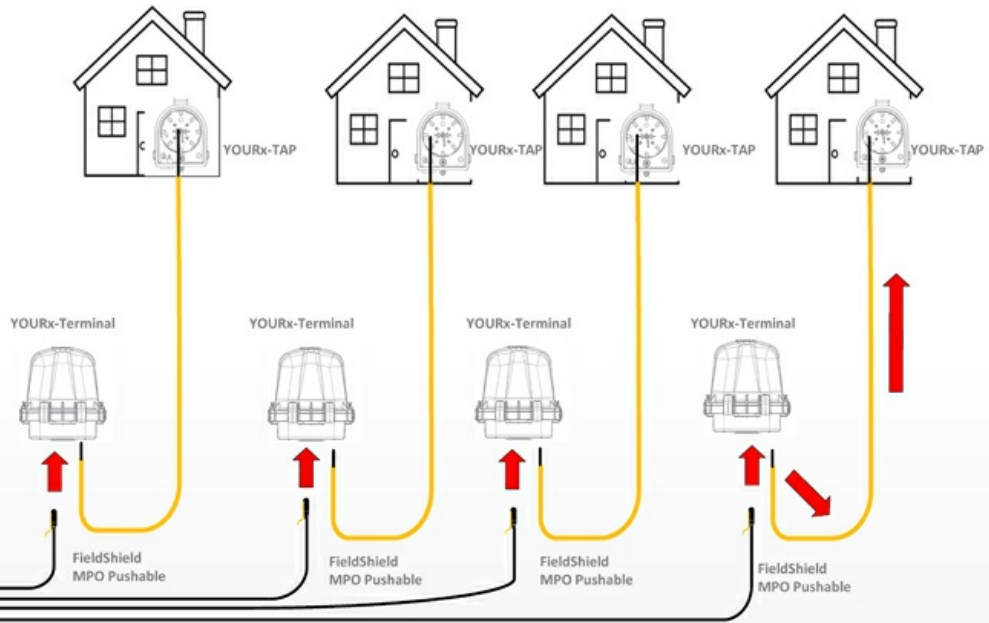


- The **Clearfield ODC-100** powered outdoor cabinet places electronics (GPON blades) closer to end users serving up to 1,536 customers at full capacity and requires a collocated FSC PON type cabinet equipped with splitters for fiber management
- The **FieldSmart FSC Passive Optical Network (PON) Cabinet** is the complete solution for managing up to 1,152 distribution fibers for an OSP FTTH application.
- Through the incremental design of the **Clearview Cassette**, user capacity can be scaled from as few as 12 ports to the maximum configuration of the cabinet, allowing the service provider to align the investment in capital equipment to the turn-up of revenue-generating circuits.

FSA/FDH B Home-Run YOURx MPO Tails to Central Splices



FieldSmart FSC PON Cabinets



WE TURN YOUR BROWNFIELD GREEN

