## **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 6, 2018

## CLEARFIELD, INC.

(Exact Name of Registrant as Specified in Charter)

Minnesota (State or Other Jurisdiction of Incorporation)

0-16106 (Commission File Number)

41-1347235 (I.R.S. Employer Identification Number)

7050 Winnetka Avenue North, Suite 100, Brooklyn Park, Minnesota 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:
Soliciting material pur Pre-commencement co	ns pursuant to Rule 425 under the Securities Act (17 CFR 230.425) suant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) mmunications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) mmunications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-	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 7 CFR §240.12b-2). Emerging growth company [ ]
2 22 1 37	dicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial ant to Section 13(a) of the Exchange Act. [ ]

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, 2018, Clearfield, Inc. (the "Company") issued a press release announcing the results of its fourth quarter and fiscal year ended September 30, 2018. A copy of that press release is furnished hereto as Exhibit 99.1 and is hereby incorporated by reference. Also furnished hereto as Exhibit 99.2 is the slide presentation to be used by Cheryl Beranek, the Company's President and Chief Executive Officer, and Daniel Herzog, the Company's Chief Financial Officer, during the live webcast of a telephone conference relating to the fourth quarter and fiscal year ended September 30, 2018 results.

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

### FY 2018 Cash Bonus Program

On November 16, 2017, the Compensation Committee (the "Committee") of the Board of Directors of the Company approved a cash bonus program for fiscal year 2018 (the "2018 Bonus Program"). The current executive officers (the "Executives") that participated in the 2018 Bonus Program are: Cheryl Beranek, Chief Executive Officer; John Hill, Chief Operating Officer; and Daniel Herzog, Chief Financial Officer.

Under the 2018 Bonus Program, the Compensation Committee determined minimum, target and maximum performance goals relating to the Company's revenue for fiscal year 2018, as well as the cash bonus that each Executive could earn as a percentage of her or his base salary at the minimum, target and maximum level.

On November 6, 2018, the Compensation Committee determined that the minimum fiscal year 2018 revenue performance goal set by the Compensation Committee under the 2018 Bonus Program was not achieved and as such, the Compensation Committee determined that none of the Executives earned any amounts under the 2018 Bonus Program.

### Item 9.01. Financial Statements and Exhibits.

- (c) The following exhibits are being furnished herewith:
- 99.1 Press release dated November 8, 2018
- 99.2 Presentation for November 8, 2018 Live Webcast of Telephone Conference

## 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.

CLEARFIELD, INC.

Date: November 8, 2018

By: /s/ Cherry

By: <u>/s/ Cheryl Beranek</u> Cheryl Beranek Chief Executive Officer

### Clearfield Reports Fiscal Fourth Quarter and Full Year 2018 Results

Company Reestablishes Annual Revenue Growth and Continues to Execute on Initiatives to Increase Sales and Market Share

MINNEAPOLIS, Nov. 08, 2018 (GLOBE NEWSWIRE) -- Clearfield, Inc. (NASDAQ: CLFD), the specialist in fiber management and connectivity platforms for communication service providers, reported results for the fiscal fourth quarter and year ended September 30, 2018.

Fis	scal	Q4	2018	Financial	Summary
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(in millions except per share data and percentages)	Q	4 2018	vs.	Q4 2017	Change	Change (%)
Revenue	\$	22.5	\$	18.4	\$ 4.1	22%
Gross Profit (\$)	\$	8.6	\$	7.7	\$ 0.9	12%
Gross Profit (%)		38.3%		41.7%	-3.4%	-8%
Income from Operations	\$	2.5	\$	1.5	\$ 1.0	68%
Income Tax Expense	\$	0.8	\$	0.3	\$ 0.5	129%
Net Income	\$	1.9	\$	1.3	\$ 0.6	49%
Net Income per Diluted Share	\$	0.14	\$	0.09	\$ 0.05	56%
Fiscal 2018 Financial Summary						
(in millions except per share data and percentages)		2018	VS	. 2017	Change	Change (%)
Revenue	\$	77.7	\$	73.9	\$ 3.8	5%
Gross Profit (\$)	\$	31.0	\$	30.3	\$ 0.7	2%
Gross Profit (%)		39.9%		40.9%	-1.0%	-2%
Income from Operations	\$	5.1	\$	5.3	\$ (0.2)	-5%
Income Tax Expense	\$	1.3	\$	1.7	\$ (0.4)	-28%
Net Income	\$	4.3	\$	3.8	\$ 0.5	11%
Net Income per Diluted Share	\$	0.32	\$	0.28	\$ 0.04	14%

### **Management Commentary**

"Fourth quarter of fiscal 2018 was an exceptionally strong quarter for Clearfield, as we achieved the highest level of quarterly revenue in the Company's history with \$22.5 million, up 22% over the same period a year ago," said Clearfield CEO, Cheri Beranek. "Much of this was driven by the continued strong performance in our Community Broadband business, as we helped these broadband service providers continue to serve their local areas as well as enter and capitalize on underserved communities.

"Revenue for the fiscal year increased 5%, with the increase primarily attributable to revenue from the acquisition and successful integration of our active cabinet line as well as the successful introduction of FieldShield at a national Tier 1 service provider. These advances, paired with our fiber management expertise, gives us a strong head start for oncoming new technologies associated with network convergence and the 5G market-ready fiber build-out.

"Throughout the year, we have grown our portfolio of certifications and master purchase agreements and strengthened our team with key hires. With the overall momentum achieved, I'm excited by the work we've done to steer our ship through the choppy waters we experienced these past two years. Having successfully put the patent infringement litigation behind us, eliminating the costs and distractions associated with it, we're now implementing what we call our 'Coming of Age' phase.

"This new phase will be defined by three major initiatives, which are expanding our core Community Broadband business, enhancing our competitive position and operational effectiveness, and capitalizing on disruptive growth opportunities, particularly within our Tier 1 markets. Together, these initiatives will play a critical role in our efforts to grow the Company moving forward."

## Financial Results for the Quarter Ended September 30, 2018

Revenue for the fourth quarter of fiscal 2018 increased 22% to \$22.5 million from \$18.4 million in the same year-ago quarter. Revenues from the Company's traditional product categories slightly increased for the quarter while revenues from the Company's acquired active cabinet line were approximately \$3.5 million for the quarter.

Gross profit increased 12% to \$8.6 million, or 38.3% of revenue, from \$7.7 million, or 41.7% of revenue, in the fourth quarter of fiscal 2017. The increase in gross profit was due to increased sales volume. The decrease in gross profit percent was primarily due to the integration of the

Company's acquired active cabinet line into its manufacturing processes as well as a higher percentage of sales associated with these products, which have lower gross margins.

Operating expenses were \$6.1 million, consistent when compared to \$6.2 million in the same year-ago quarter. The slight decrease was primarily due to a reduction of legal expenses due to the settlement of the patent infringement litigation that occurred during the second quarter of fiscal 2018.

Income from operations increased 68% to \$2.5 million for the fourth quarter of fiscal 2018 from \$1.5 million in the same year-ago quarter. Income tax expense increased 129% to \$791,000 for the fourth quarter of fiscal 2018 from \$345,000 in the same year-ago quarter primarily due to increased income from operations. Net income increased 49% to \$1.9 million for the fourth quarter of fiscal 2018, or \$0.14 per diluted share, from \$1.3 million, or \$0.09 per diluted share, in the same year-ago quarter.

During the quarter, the Company repurchased 34,776 shares of its common stock under its stock repurchase program, utilizing \$389,000 in cash. At quarter-end, cash, cash equivalents and investments decreased \$500,000 to \$35.5 million when compared to the end of the prior quarter. The Company has no debt.

Order backlog (defined as purchase orders received but not yet fulfilled) at September 30, 2018 remained consistent with June 30, 2018 at \$5.6 million and increased 41% from \$4.0 million at September 30, 2017.

### Financial Results for the Year Ended September 30, 2018

Revenue increased 5% to \$77.7 million for fiscal 2018 from \$73.9 million in fiscal 2017. The increase was primarily due to revenues from the Company's active cabinet line acquired in February 2018.

Gross profit was \$31.0 million, or 39.9% of revenue, for fiscal 2018, a slight increase of 2% from \$30.3 million, or 40.9% of revenue, in fiscal 2017.

Operating expenses increased 4% to \$25.9 million for fiscal 2018 from \$25.0 million in fiscal 2017.

Income from operations totaled \$5.1 million, or 6.5% of revenue, for fiscal 2018 compared to \$5.3 million, or 7.2% of revenue, in fiscal 2017.

Income tax expense decreased 28% to \$1.3 million for the year ended September 30, 2018 from \$1.7 million during fiscal 2017. The decrease is primarily due to the Tax Cuts and Jobs Act enacted in December 2017 that resulted in a lower federal tax rate. Net income totaled \$4.3 million, or \$0.32 per diluted share, for the year ended September 30, 2018, an increase of 11% from \$3.8 million, or \$0.28 per diluted share, during fiscal 2017.

### Fiscal 2019 Financial Outlook

Clearfield expects revenue for fiscal 2019 to be between \$83 million and \$87 million. The Company also expects its gross profit as a percentage of total revenue to range between 37% and 38%, with some variability on a quarter-to-quarter basis. In addition, Clearfield forecasts operating expenses to be between 31% and 33% of total revenue, and net income as a percentage of revenue to be between 3% and 5%.

#### **Conference Call**

Clearfield management will hold a conference call today, November 8, 2018 at 5:00 p.m. Eastern Standard Time (4:00 p.m. Central Standard Time) to discuss these results and provide an update on business conditions.

Clearfield's President and CEO Cheri Beranek and CFO Dan Herzog will host the presentation, followed by a question and answer period.

Date: Thursday, November 8, 2018

Time: 5:00 p.m. Eastern time (4:00 p.m. Central time)

U.S. dial-in: 1-877-407-0792

International dial-in: 1-201-689-8263

The conference call will be webcast live and available for replay here.

Please call the conference telephone number 10 minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact Liolios at 1-949-574-3860.

A replay of the call will be available after 8:00 p.m. Eastern time on the same day through November 22, 2018.

U.S. replay dial-in: 1-844-512-2921

International replay dial-in: 1-412-317-6671

Replay ID: 13684316

## About Clearfield, Inc.

Clearfield, Inc. (NASDAQ: CLFD) designs, manufactures and distributes fiber optic management, protection and delivery products for communications networks. Our "fiber to anywhere" platform serves the unique requirements of leading incumbent local exchange carriers (traditional carriers), competitive local exchange carriers (alternative carriers), and MSO/cable TV companies, while also catering to the broadband needs of the utility/municipality, enterprise, data center and military markets. Headquartered in Minneapolis, MN, Clearfield deploys more than a million fiber ports each year. For more information, visit www.SeeClearfield.com.

## Cautionary Statement Regarding Forward-Looking Information

Forward-looking statements contained herein and in any related presentation or in the related FieldReport are made pursuant to the safe harbor provisions of the Private Litigation Reform Act of 1995. Words such as "may," "will," "expect," "believe," "anticipate," "estimate," "outlook," or "continue" or comparable terminology are intended to identify forward-looking statements. Such forward looking statements include, for example, statements about the Company's future revenue and operating performance, integration of the acquired active cabinet line, trends in and growth of the FTTx markets, market segments or customer purchases, effectiveness of the Company's sales and marketing strategies and organization, utilization of manufacturing capacity, and the development and marketing of products. 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: 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; to compete effectively, we must continually improve existing products and introduce new products that achieve market acceptance; we must successfully integrate the acquired active cabinet line in order to obtain the anticipated financial results and customer synergies within the timeframes expected; 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; our success depends upon adequate protection of our patent and intellectual property rights; intense competition in our industry may result in price reductions, lower gross profits and loss of market share; 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; 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 or significant decline in business with these major customers would adversely affect us; our planned implementation of information technology systems could result in significant disruptions to our operations; product defects or the failure of our products to meet specifications could cause us to lose customers and sales or to incur unexpected expenses; we are dependent upon key personnel; we face risks associated with expanding our sales outside of the United States; our results of operations could be adversely affected by economic conditions and the effects of these conditions on our customers' businesses; and other factors set forth in Part I, Item IA. 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 unless required by law.

### **Investor Relations Contact:**

Matt Glover and Najim Mostamand, CFA Liolios Group, Inc. 949-574-3860 CLFD@liolios.com

## CLEARFIELD, INC. CONDENSED STATEMENTS OF OPERATIONS

	(Unaudited) Three Months Ended September 30			(Audited) Twelve Months Ended September 30				
		2018		2017		2018		2017
Revenues	\$	22,472,985	\$	18,418,389	\$	77,651,354	\$	73,947,619
Cost of sales		13,856,487		10,742,914		46,654,570		43,683,360
Gross profit		8,616,498		7,675,475		30,996,784		30,264,259
Operating expenses Selling, general and administrative		6,069,011		6,157,981		25,925,933		24,952,376
Income from operations  Interest income		2,547,487 125,451		1,517,494 87,552		5,070,851 457,101		5,311,883
Income before income taxes		2,672,938		1,605,046		5,527,952		5,585,813
Income tax expense		791,405		344,974		1,253,405		1,737,974
Net income	\$	1,881,533	\$	1,260,072	\$	4,274,547	\$	3,847,839
Net income per share: Basic		\$0.14		\$0.09		\$0.32		\$0.28

Diluted	\$0.14	\$0.09	\$0.32	\$0.28
Weighted average shares outstanding:				
Basic	13,392,475	13,451,279	13,429,232	13,532,375
Diluted	13,392,475	13,451,279	13,452,860	13,660,806

## CLEARFIELD, INC. CONDENSED BALANCED SHEETS AUDITED

AUDITED				
	September 30, 2018			September 30, 2017
Assets		_		
Current Assets				
Cash and cash equivalents	\$	8,547,777	\$	18,536,111
Short-term investments		8,930,225		5,937,150
Accounts receivable, net		12,821,258		7,237,641
Inventories, net		10,050,135		8,453,567
Other current assets		742,136		978,933
Total current assets		41,091,531	•	41,143,402
Property, plant and equipment, net		4,744,584		5,434,172
Other Assets				
Long-term investments		17,974,000		19,816,000
Goodwill		4,708,511		2,570,511
Intangible assets, net		5,482,555		284,787
Other		227,461	-	245,165
Total other assets		28,392,527		22,916,463
Total Assets	\$	74,228,642	\$	69,494,037
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable	\$	2,363,380	\$	1,739,791
Accrued compensation		2,048,904		2,410,026
Accrued expenses		568,507		93,304
Total current liabilities		4,980,791		4,243,121
Other Liabilities				
Deferred taxes – long-term		104,935		444,076
Deferred rent		268,040		281,720
Total other liabilities	<del></del>	372,975		725,796
Total Liabilities		5,353,766		4,968,917
Shareholders' Equity Common stock		126 166		138,128
Additional paid-in capital		136,466 55,483,759		55,406,888
Retained earnings		13,254,651		8,980,104
Total Shareholders' Equity		68,874,876		64,525,120
* *	•	74,228,642	\$	69,494,037
Total Liabilities and Shareholders' Equity	\$	14,228,042	<b>D</b>	09,494,03/

<sup>\*</sup>Certain comparative figures have been reclassified to conform to the current period's presentation. These reclassifications did not affect the prior periods' net income, shareholders' equity, or cash flows.

## CLEARFIELD, INC. CONDENSED STATEMENTS OF CASH FLOWS

AUDITED

	S	Year Ended September 30, 2018	Year Ended September 30, 2017		
Cash flows from operating activities:					
Net income	\$	4,274,547	\$	3,847,839	
Adjustments to reconcile net income to cash provided by operating activities:					
Depreciation and amortization		2,047,746		1,622,094	
Impairment of long-lived assets		-		643,604	
Deferred income taxes		(339,141)		32,297	
(Gain) loss on disposal of assets		(17,691)		35,281	
Stock-based compensation expense		2,003,207		2,319,975	
Changes in operating assets and liabilities, net of business acquisition:					
Accounts receivable, net		(5,583,617)		761,569	
Inventories		1,183,998		(80,412)	
Other current assets		254,501		180,456	
Accounts payable, accrued expenses and deferred rent		723,990		(3,064,650)	
Net cash provided by operating activities		4,547,540		6,298,053	
Cash flows from investing activities:					
Business acquisition		(10,350,000)		-	
Purchases of property, plant and equipment and intangible assets		(1,189,853)		(2,021,551)	
Purchase of investments		(7,283,075)		(17,630,075)	
Proceeds from sale of property, plant and equipment		83,052		5,100	
Proceeds from maturities of investments		6,132,000		8,107,000	
Net cash used in investing activities		(12,607,876)		(11,539,526)	
Cash flows from financing activities:					
Repurchase of common stock		(1,760,442)		(3,647,314)	
Proceeds from issuance of common stock under employee stock purchase plan		297,860		334,692	
Proceeds from issuance of common stock		24,012		28,717	
Tax withholding related to vesting of restricted stock		21,012		20,717	
grants and exercise of stock options		(489,428)		(952,832)	
Net cash used in financing activities	-	(1,927,998)		(4,236,737)	
Decrease in cash and cash equivalents		(9,988,334)		(9,478,210)	
Cash and cash equivalents at beginning of year		18,536,111		28,014,321	
Cash and cash equivalents at end of year	\$	8,547,777	\$	18,536,111	
Symplemental each flow information					
Supplemental cash flow information	ø	710 604	¢	1 471 202	
Cash paid during the year for income taxes	\$	719,694	\$	1,471,203	
Non-cash financing activities					
Cashless exercise of stock options	\$	5,782	\$	34,268	



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# Important Cautions Regarding Forward-Looking Statements

• Forward-looking statements contained herein and in any related presentation or in the related FieldReport are made pursuant to the safe harbor provisions of the Private Litigation Reform Act of 1995. Words such as "may," "expect." "believe," "anticipate," "estimate," "outlook," or "continue" or comparable terminology are intended to identify forward-looking statements. Such forward looking statements include, for example, statements about the Company's future revenue and operating performance, integration of the acquired active cabinet line, trends in and growth of the FTTx markets, market segments or customer purchases, effectiveness of the Company's sales and marketing strategies and organization, utilization of manufacturing capacity, and the development and marketing of products. 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: 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; to compete effectively, we must continually improve existing products and introduce new products that achieve market acceptance; we must successfully integrate the acquired active cabinet line in order to obtain the anticipated financial results and customer synergies within the timeframes expected; 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; our success depends upon adequate protection of our patent and intellectual property rights; intense competition in our industry may result in price reductions, lower gross profits and loss of market share; we rely on single-source suppliers, which could cause delays, increases in costs or prevent us from completing customer

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## FQ4 and FY 2018 Review

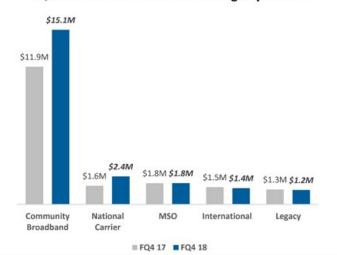
- Record revenues of \$22.5 million for FQ4, up 22% year-over-year
- Continued strong performance in Community Broadband business, where revenues increased 27% year-over-year driven largely by active cabinet line
- Exceeded FY 2018 revenue guidance of \$74 - \$76 million with \$77.7 million in revenue, up 5% over FY 2017
- Net income and net income per diluted share up 11% and 14%, respectively, for the year

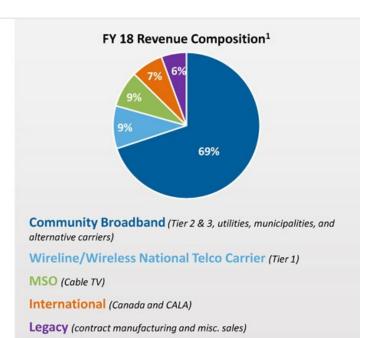




## Recent Operational and **Market Progress**

## Q4 Year-Over-Year Revenue Change by Market





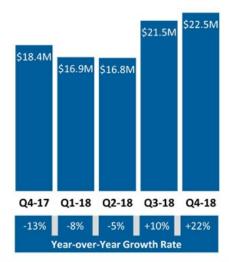
1) Based on revenue of \$77.7 million for the fiscal year ended Sept. 30, 2018





## **Quarterly Financial Performance**

## Revenue

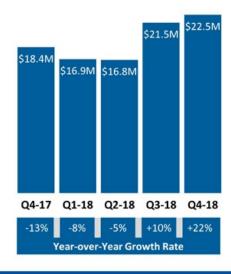




## **Quarterly Financial Performance**



**Gross Profit** 







## **Operating Expenses**





## **Operating Expenses**



\*Net income for fiscal Q2 2018 was impacted by a one-time payment of \$850,000 related to the litigation settlement with CommScope

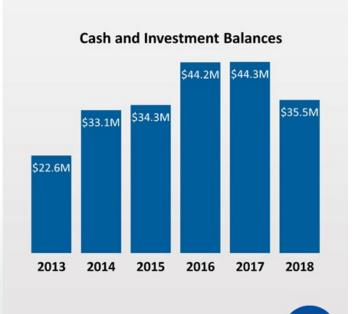
**Balance Sheet Supports** Growth

Sept. 30, Sept. 30, 2017 \$ in Millions **Cash and Investments** \$35.5 \$44.3 **Total Assets** \$74.2 \$69.5 Stockholders' Equity \$68.9 \$64.5 **Total Debt** \$0 \$0

\$68.9

\$64.5

**Total Capitalization** 







Cheri Beranek
PRESIDENT & CEO



## Clearfield's 'Coming of Age' Plan

Attracting utilities, co-ops and CLECs as they enter underserved communities

Maintaining steady growth rate of 8-12%



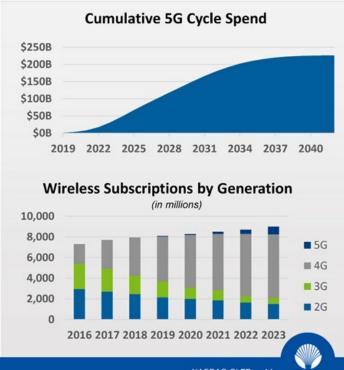
Invest in products, manufacturing and supply chain to increase competitiveness and maintain & reduce costs

Leveraging customer relationships and application knowledge to capture opportunities related to 5G, NG-PON, and open computing initiatives



## Preparing for 5G — The **Elephant Beyond the Trunk**

- 5G spend will enter rapid turn-up but still in infancy
- Market believed to have 20+ year sustainable opportunity
- No existing incumbent
- · Unique point of entry for Clearfield, with next three years pivotal to gain 5G foothold

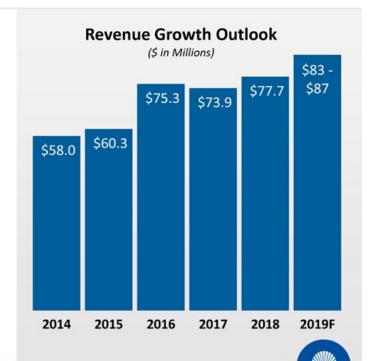


Sources: Dell'Oro, Morgan Stanley Research Estimates. Strategy Analytics Service Provider Strategies, 2018



# Fiscal 2019 Outlook and Guidance

- \$83 \$87 million in revenue
- 37% 38% gross margins
- Operating expenses targeted at 31% - 33% of revenue
- 3% 5% net income as a percent of revenue



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Q&A

Cheri Beranek
PRESIDENT & CEO

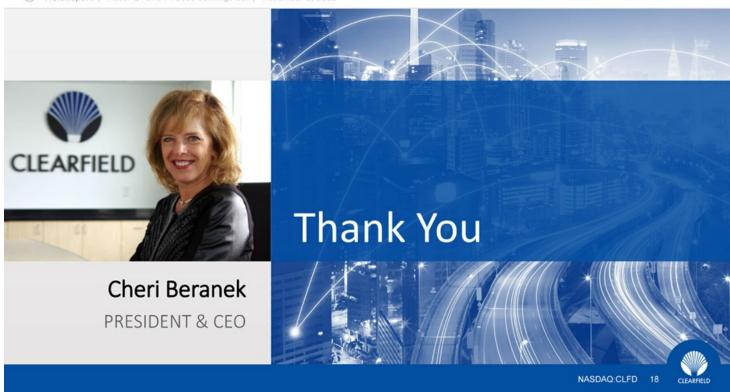
Dan Herzog CHIEF FINANCIAL OFFICER













## **Company Contact:**

Cheri Beranek
President & CEO
Clearfield, Inc.
IR@clfd.net

## **Investor Relations:**

Matt Glover or Najim Mostamand, CFA Liolios Group, Inc. (949) 574-3860 CLFD@liolios.com

