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): April 23, 2020

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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Common Stock, \$0.01 par value Trading symbol CLFD Name of each exchange on which registered The NASDAQ Stock Market LLC

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, 3, 4, and 6 through 8 are not applicable and therefore omitted.

Item 2.02. Results of Operations and Financial Condition.

On April 23, 2020, Clearfield, Inc. (the "Company") issued a press release announcing the results of its second quarter of fiscal 2020 and six months ended March 31, 2020. 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 that is part of the Company's "FieldReport" 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 and telephone conference relating to the second quarter and six months ended March 31, 2020 results.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are being furnished herewith:

99.1 Press release of Clearfield, Inc. dated April 23, 2020

99.2 Presentation of Clearfield, Inc. for April 23, 2020 Live Webcast and 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: April 23, 2020

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

Clearfield Reports Fiscal Second Quarter 2020 Results

- Topline Growth Driven by 66% Increase in National Carrier Revenue and 75% Increase in MSO Revenue over the prior year quarter; offset by decreases in International Sales
- Orders in Backlog increased 61% to \$9.3 million over the prior quarter
- Continued Execution on Operational Effectiveness Initiatives Produces Near 40% Gross Profit Margin, the Highest Quarterly Level in Two Years
- Fiscal Year 2020 Financial Guidance Suspended Due to COVID-19

Fiscal O2 2020 Financial Summary

MINNEAPOLIS, April 23, 2020 (GLOBE NEWSWIRE) -- Clearfield, Inc. (NASDAQ: CLFD), the specialist in fiber management for communication service providers, reported results for the fiscal second quarter and first half of fiscal 2020 ended March 31, 2020.

Fiscal Q2 2020 Financial Summary							
(in millions except per share data and percentages)	(Q2 2020	VS.	Q2 2019		Change	Change (%)
Net Sales	\$	20.4	\$	19.1	\$	1.3	7%
Gross Profit (\$)	\$	8.2	\$	7.0	\$	1.1	16%
Gross Profit (%)		39.9%		36.8%		3.1%	9%
Income from Operations	\$	0.7	\$	0.3	\$	0.4	142%
Income Tax Expense	\$	0.2	\$	0.1	\$	0.1	92%
Net Income	\$	0.75	\$	0.37	\$	0.38	103%
Net Income per Diluted Share	\$	0.05	\$	0.02	\$	0.03	150%
Fiscal Q2 YTD 2020 Financial Summary							
(in millions except per share data and percentages)	20	020 YTD	vs.	2019 YTI)	Change	Change (%)
Net Sales	\$	39.8	\$	39.2	\$	0.6	2%
Gross Profit (\$)	\$	15.9	\$	15.0	\$	0.9	6%
Gross Profit (%)		39.9%		38.2%		1.7%	4%
Income from Operations	\$	1.1	\$	1.5	\$	(0.3)	-24%
Income Tax Expense	\$	0.3	\$	0.4	\$	(0.1)	-21%
Net Income	\$	1.2	\$	1.4	\$	(0.13)	-9%

Management Commentary on 1st Half Performance

"The second quarter was a strong performance period for Clearfield, as we achieved \$20.4 million in revenue, 7% over the prior year quarter," said Company President and CEO Cheri Beranek. "This growth trajectory is consistent with our expectations and was driven by strong contributions from our National Carrier and MSO markets, which were up 66% and 75% over the same period, respectively.

"In addition to our growth drivers, we realized another quarter of solid gross profit margin at nearly 40%, which is the highest level we've reached in two years. This achievement reflects the success of the operational efficiency initiatives we've implemented across the organization, particularly the cost reduction efforts across our product lines and greater use of our manufacturing plant in Mexico. We also saw a healthy increase in our order backlog in Q2, which increased 62% from the same year-ago period to \$9.3 million.

"During the quarter, we introduced the StreetSmart portfolio of fiber management products to support 5G small cell densification. Serving as the demarcation point between the backhaul fiber provider and the mobile network operator, the StreetSmart Fiber Hand-Off Box creates a secure, carrier-class separation between wireline and wireless fiber connections. All of us have experienced changes in our personal and professional lives as a result of the COVID-19 pandemic. The way we live, work, learn, and spend leisure time have shifted markedly over the last several weeks, reinforcing the need for higher bandwidth and connectivity. From our vantage point, including conversations with customers and other industry participants over the last several weeks, 5G builds are still committed, and we've even seen some Tier 1 players increase their 5G-related capital expenditure budgets for this year. Further, the need for high-speed broadband at the home and business, is enhancing take rates and spurring competition."

Management Commentary on the effect of the Pandemic on the Company

"Due to the critical role Clearfield's solutions play in supporting the communications infrastructure, Clearfield operations have been classified as critical sector work," said Cheri Beranek, Clearfield President and CEO. "We have continued to be fully operational since the beginning of 2020 despite the unprecedented global business closures and slowdown caused by COVID-19.

"We continue with production operations in both our U.S. and Mexican manufacturing facilities and have established multiple contingency plans in the event our ability to operate is diminished or eliminated at either location. Currently, our production operations are working at normal capacity while adhering to state and federal government social distancing guidelines. We dual source the majority of our components and, as of now, most of our supply chain partners remain operational and continue to provide the necessary components for our products.

"We have increased our inventory stocking position in each plant to ensure dual manufacturing sites. We have invested in additional manufacturing equipment and personnel to provide alternative capacity in one location or the other should we have an illness outbreak in one or both of our production sites. We are providing hazard pay and productivity bonuses and have re-laid out our plant floor to allow for social distancing. In addition, we have established a COVID-task force among the production workforce to ensure all health needs are being addressed.

"However, these are highly uncertain times and the pandemic will undoubtedly create circumstances beyond our immediate control. Our contingency plans may not be sufficient to meet customer demand and could result in a potentially significant increase in manufacturing costs.

"Due to these economic uncertainties, we received a \$3.7 million loan under the Payroll Protection Program ('PPP') within the Coronavirus Aid Relief and Economic Security ('CARES') Act. The loan bears interest at a fixed rate of 1% and will be forgiven if Clearfield meets certain conditions, which we expect to do at this time. The PPP loan provides us with an additional layer of financial protection to continue employing all of our team members through this period of significant uncertainty.

"As we move through the fiscal third quarter, our non-production employees are all working remotely. We are actively promoting and demonstrating our product solutions through video conferencing and other methods. At no time in our history has it been more apparent that broadband connectivity is crucial to business success.

"We believe we have the right plan and foundation in place to ensure we are able to successfully navigate these uncertain times. We remain confident that our industry-leading solutions and world class team will enable us to capitalize on the disruptive growth opportunities within the fiber optics industry."

Financial Results for the Quarter Ended March 31, 2020

Net sales for the second quarter of fiscal 2020 increased 7% to \$20.4 million from \$19.1 million in the same year-ago quarter. The increase in revenue was primarily due to higher sales in the Company's National Carrier and MSO markets, offset by lower sales in the Company's international market.

Gross profit increased 16% to \$8.2 million, or 39.9% of revenue, from \$7.0 million, or 36.8% of revenue, in the fiscal second quarter of 2019. The increase in gross profit dollars was due to increased sales volume. The increase in gross profit percent was due to cost reduction efforts across the Company's product lines, including greater use of its Mexico manufacturing plant and efficiencies realized from supply chain programs.

Operating expenses were \$7.4 million, an increase of 10% compared to \$6.7 million in the same year-ago quarter. The increase in operating expenses was primarily due to the continued expansion of sales resources and the costs associated with product testing required for Tier 1 certification.

Income from operations was \$720,000 in the second quarter of fiscal 2020, in comparison to \$297,000 in the same year-ago quarter. Income tax expense increased from \$99,000 in the second quarter of 2019 to \$190,000 in the second quarter of fiscal 2020. In the second quarter of fiscal 2020, net income was \$748,000, or \$0.05 per diluted share, in comparison to \$368,000, or \$0.02 per diluted share, in the same year-ago quarter.

During the quarter ended March 31, 2020, cash, cash equivalents and investments increased to \$48.4 million from \$46.8 million at the end of the prior quarter. During the quarter, we repurchased 41,796 shares of our common stock for an aggregate value of approximately \$429,000. To further ensure our financial stability during these uncertain times, we have suspended our share repurchase plan.

Order backlog (defined as purchase orders received but not yet fulfilled) at March 31, 2020 increased 61% to \$9.3 million from \$5.8 million at December 31, 2019 and increased 62% from \$5.7 million at March 31, 2019.

Financial Results for the Six Months Ended March 31, 2020

Net sales increased 2% to \$39.8 million for the six months ended March 31, 2020 from \$39.2 million during the same period in fiscal 2019. The increase in revenue was primarily due to higher sales in the Company's National Carrier and MSO markets, offset by slightly lower sales in the Company's community broadband and international markets.

Gross profit was \$15.9 million, or 39.9% of revenue, for the six months ended March 31, 2020, an increase of 6% from \$15.0 million, or 38.2% of revenue, during the same period in fiscal 2019. The increase in gross profit dollars was due to increased sales volume. The increase in gross profit percent was due to cost reduction efforts across the Company's product lines, including greater use of its Mexico manufacturing facilities and efficiencies realized from supply chain programs.

Operating expenses increased 9% to \$14.8 million for the six months ended March 31, 2020 from \$13.5 million during the same period in fiscal 2019. The increase in operating expenses was primarily due to increases in compensation expense and the costs associated with product

testing required for Tier 1 certification.

Income from operations totaled \$1.1 million for the six months ended March 31, 2020 compared to \$1.5 million during the same period in fiscal 2019.

Income tax expense was \$313,000 for the six months ended March 31, 2020 as compared to \$395,000 during the same period in fiscal 2019. Net income totaled \$1.2 million, or \$0.09 per diluted share, for the six months ended March 31, 2020, a decrease from \$1.4 million, or \$0.10 per diluted share, during the same period in fiscal 2019.

Fiscal 2020 Financial Outlook

As of April 23, 2020, Clearfield's revenue outlook remained strong with bookings in the fiscal third quarter of 2020 outpacing the levels realized in the fiscal second quarter of 2020. However, given the uncertainties, we cannot accurately predict the specific extent, or duration, of the impact of COVID-19 on Clearfield's fiscal 2020 financial results. Recognizing this reality, Clearfield is withdrawing the Company's fiscal 2020 financial guidance.

Conference Call

Clearfield management will hold a conference call today, April 23, 2020 at 5:00 p.m. Eastern Time (4:00 p.m. Central 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, April 23, 2020 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 Conference ID: 13702131

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 Gateway Investor Relations 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 May 7, 2020. U.S. replay dial-in: 1-844-512-2921 International replay dial-in: 1-412-317-6671 Replay ID: 13702131

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 expected impact of COVID-19 and related economic uncertainty, the Company's future revenue and operating performance, and trends in and growth of the FTTx markets, market segments or customer purchases and other statements that are not historical facts. 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 as yet-unknown impact of COVID-19 and related economic uncertainty; to compete effectively, we must continually improve existing products and introduce new products that achieve market acceptance; our expected growth is based upon the expansion of the telecommunications market; 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 singlesource 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; 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 may be subject to risks associated with acquisitions that could adversely affect future operating results; 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 business is dependent on effective management information systems and information technology infrastructure; our results of operations could be adversely affected by economic conditions and the effects of these conditions on our customers' businesses; changes in government funding programs may cause our customers and prospective customers to delay or reduce purchases; 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, 2019 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 Tom Colton Gateway Investor Relations 949-574-3860 <u>CLFD@liolios.com</u>

CLEARFIELD, INC. CONDENSED STATEMENTS OF OPERATIONS UNAUDITED

(Unaudited) (Unaudited) Three Months Ended Six Months Ended March 31, March 31, 2020 2019 2020 2019 Revenues \$ 20,408,509 \$ 19,084,365 \$ 39,786,500 \$ 39,173,515 Cost of sales 12,257,076 12,059,122 23,907,532 24,201,574 Gross profit 8,151,433 7,025,243 15,878,968 14,971,941 Operating expenses Selling, general and administrative 7,431,261 6,727,744 14,757,881 13,503,619 297,499 1,121,087 Income from operations 720,172 1,468,322 Interest income 169,443 440,968 304,580 217,725 Income before income taxes 937,897 466,942 1,562,055 1,772,902 190,000 99,000 395,000 Income tax expense 313,000 Net income \$ 747,897 \$ 367,942 \$ 1,249,055 \$ 1,377,902 Net income per share: Basic \$ 0.05 \$ 0.02 \$ 0.09 \$ 0.10 \$ 0.05 \$ 0.02 \$ 0.09 \$ 0.10 Diluted Weighted average shares outstanding: Basic 13,521,172 13,422,222 13,516,608 13,411,183 Diluted 13,521,172 13,450,212 13,571,674 13,425,178

CLEARFIELD, INC. CONDENSED BALANCE SHEETS

	(Unaudited) March 31, 2020	September 30, 2019	
Assets			
Current Assets			
Cash and cash equivalents	\$ 8,575,556 \$	10,081,721	
Short-term investments	14,708,841	13,524,270	
Accounts receivable, net	8,069,531	9,118,639	
Inventories, net	11,688,103	9,012,980	
Other current assets	687,881	769,161	

Total current assets	43,729,912	42,506,771
Property, plant and equipment, net	5,563,814	5,413,241
Other Assets		
Long-term investments	25,130,000	23,902,000
Goodwill	4,708,511	4,708,511
Intangible assets, net	4,968,938	5,147,135
Right of use lease asset	2,911,577	-
Other	194,174	210,905
Total other assets	37,913,200	33,968,551
Total Assets	\$ 87,206,926	81,888,563
Liabilities and Shareholders' Equity		
Current Liabilities	¢ 714.000 ¢	
Current portion of lease liability	\$ 714,008 \$	-
Accounts payable	3,873,534	3,173,599
Accrued compensation	3,472,731	3,224,860
Accrued expenses	327,363	208,603
Total current liabilities	8,387,636	6,607,062
Other Liabilities		
Long-term portion of lease liability	2,468,858	-
Deferred taxes	101,690	101,690
Deferred rent	<u> </u>	246,424
Total other liabilities	2,570,548	348,114
Total Liabilities	10,958,184	6,955,176
Shareholders' Equity		
Common stock	136,276	136,418
Additional paid-in capital	57,042,604	56,976,162
Retained earnings	19,069,862	17,820,807
Total Shareholders' Equity	76,248,742	74,933,387
Total Liabilities and Shareholders' Equity	\$ 87,206,926 \$	81,888,563

CLEARFIELD, INC.

UNAUDITED

	Six	Six Months Ended March 31, 2019		
Cash flows from operating activities				
Net income	\$	1,249,055	\$	1,377,902
Adjustments to reconcile net income to cash provided				
by operating activities:				
Depreciation and amortization		1,210,961		1,064,024
Change in allowance for doubtful accounts		-		210,000
Amortization of discount on investments		(55,641)		(15,855)
Stock-based compensation expense		328,523		1,102,190
Changes in operating assets and liabilities				
Accounts receivable, net		1,049,108		3,623,266
Inventories, net		(2,675,123)		1,776,613
Other assets		98,010		(486,554)
Accounts payable, accrued expenses and				
deferred rent		1,091,431		(179,024)
Net cash provided by operating activities		2,296,324		8,472,562

CONDENSED STATEMENT OF CASH FLOWS

Cash flows from investing activities:			
Purchases of property, plant and equipment and			
intangible assets	(1,183,33	6)	(551,607)
Purchase of investments	(19,076,93	0)	(12,274,393)
Proceeds from maturities of investments	16,720,00	0	3,572,000
Net cash used in investing activities	(3,540,20	6)	(9,254,000)
Cash flows from financing activities			
Proceeds from issuance of common stock under	169,65	2	145,940
employee stock purchase plan			
Proceeds from issuance of common stock	2,58	2	24
upon exercise of stock options			
Tax withholding related to vesting of restricted stock			
grants and exercise of stock options	(5,80	(3)	(6,676)
Repurchase of common stock	(428,65	(4)	-
Net cash (used in) provided by financing activities	(262,22	(3)	139,288
Decrease in cash and cash equivalents	(1,506,10	5)	(642,150)
Cash and cash equivalents, beginning of period	10,081,72	1	8,547,777
Cash and cash equivalents, end of period	\$ 8,575,55	6 \$	7,905,627
Supplemental disclosures for cash flow information			
Cash paid during the year for income taxes	\$ 355,65	57 \$	1,051,716
Non-cash financing activities			
Cashless exercise of stock options	\$ 7,73	7 \$	17,390



Important Cautions Regarding Forward-Looking Statements

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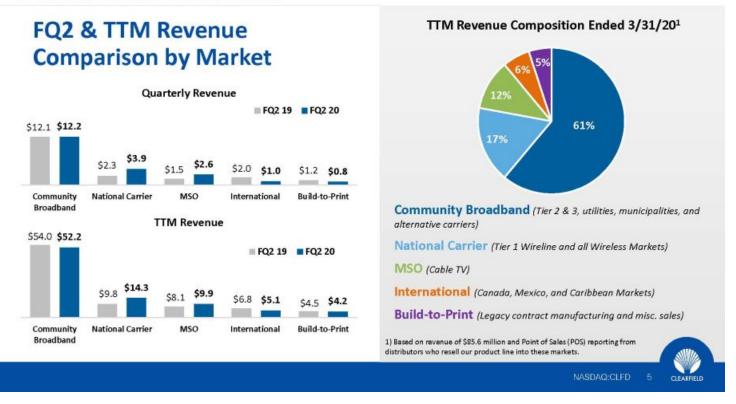




FQ2 2020 Highlights

- Revenue of \$20.4M, up 7% over the prior year quarter
- 66% growth in Tier 1 revenue over the prior year quarter, driven by strong market adoption of FieldShield and other fiber connectivity solutions
- 75% increase in MSO revenue over the prior year quarter
- Gross profit increased 16% to \$8.2M
- Solid gross profit margin of near 40%, the highest level in eight quarters
- Order backlog increased \$3.5M, or 61%, sequentially to \$9.3M





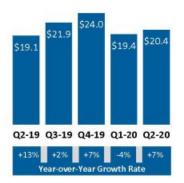


Dan Herzog CHIEF FINANCIAL OFFICER

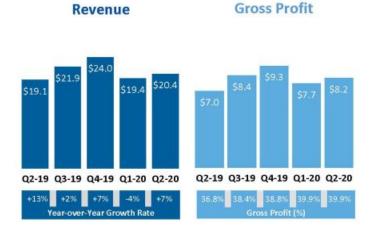
Financial Update

NASDAG.GEFD 0 CL

Revenue



Note: Dollar figures in millions



Note: Dollar figures in millions

SDAQ/CLED & OFARE





Strong Balance Sheet Supports Profitable Growth



Clearfield's 'Coming of Age' Plan



Expanding Core Community Broadband Business

Attracting utilities, co-ops and CLECs as they enter underserved communities, maintaining a steady growth rate



Clearfield's 'Coming of Age' Plan



Expanding Core Community Broadband Business

Attracting utilities, co-ops and CLECs as they enter underserved communities, maintaining a steady growth rate



Enhancing Competitive Position and Operational Effectiveness

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



Clearfield's 'Coming of Age' Plan



Expanding Core Community Broadband Business

Attracting utilities, co-ops and CLECs as they enter underserved communities, maintaining a steady growth rate



Enhancing Competitive Position and Operational Effectiveness

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



Capitalizing on Disruptive Growth Opportunities Within National Wireline and Wireless Markets

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

ASDAQ:CLFD 14 CLEAR

Operational Response to COVID-19



Assigned Critical Manufacturer Status

Will remain open per the "Guidance on the Essential Critical Infrastructure Workforce" published by the U.S. Department of Homeland Security



Majority of Supply Chain Remains Operational

Placed significant stocking orders on component level inventory to meet customer needs



Secured \$3.7M Small Business Administration Loan in **Connection with its Paycheck Protection Program**

Providing additional layer of financial and protection to continue employing all 222 of our employees throughout the duration of the loan period

Key Takeaways Enhanced management Proven business model team and expansion of and management Strong competitive position total addressable market execution in a rapidly growing multi-billion-dollar fiber 12 optics industry, especially with the roll-out of 5G and Twelve-year history of NG-PON2 technologies Healthy balance sheet: profitability and positive \$48.4M in cash and free cash flow investments





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