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	f Report (Date of earliest event reported): August 3	3, 2023
	CLEARFIELD, INC. (Exact name of registrant as specified in its charter)	
Minnesota (State or Other Jurisdiction of Incorporation)	000-16106 (Commission File Number)	41-1347235 (I.R.S. Employer Identification No.)
	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)	
(For	Not Applicable rmer name or former address, if changed since last rep	port)
Check the appropriate box below if the Form 8-K filing is into Written communications pursuant to Rule 425 under the Soliciting material pursuant to Rule 14a-12 under the Expre-commencement communications pursuant to Rule 1 Pre-commencement communications pursuant to Rule 1	Securities Act (17 CFR 230.425) ichange Act (17 CFR 240.14a-12) 4d-2(b) under the Exchange Act (17 CFR 240.14d-2(b	o))
Securities registered pursuant to Section 12(b) of the Act:		
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CLFD	The Nasdaq Stock Market
Indicate by check mark whether the registrant is an emerging the Securities Exchange Act of 1934 (§240.12b-2 of this chap		ties Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of
Emerging growth company \square		
If an emerging growth company, indicate by check mark if th accounting standards provided pursuant to Section 13(a) of th		on period for complying with any new or revised financial

Item 2.02. Results of Operations and Financial Condition.

On August 3, 2023, Clearfield, Inc. (the "Company") issued a press release announcing the results of its third quarter of fiscal 2023 ended June 30, 2023. 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 "Earnings 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 and telephone conference relating to the third quarter ended June 30, 2023 results.

The information in this Item 2.02, including Exhibits 99.1 and 99.2, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference into any Company filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished herewith:

99.1 Press release of Clearfield, Inc. dated August 3, 2023

99.2 Presentation of Clearfield, Inc. for August 3, 2023 Live Webcast and Telephone Conference

104 Cover Page Interactive Data File (included within the Inline XBRL document).

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: August 3, 2023

By: <u>/s/ Cheryl Beranek</u>

Cheryl Beranek

Chief Executive Officer

Clearfield Reports Fiscal Third Quarter 2023 Results

- Record international revenues driven by the performance of Nestor Cables.
- Reiterates revenue guidance and increases net income per share guidance to \$2.05 to \$2.15 for fiscal year 2023.

MINNEAPOLIS, Aug. 03, 2023 (GLOBE NEWSWIRE) -- Clearfield, Inc. (NASDAQ: CLFD), a leader in fiber connectivity, reported results for the third quarter of fiscal 2023.

Fiscal O3 2023 Financial Summary

(in millions except per share data and percentages)	Q3 2023 vs. Q3 2022				Change		Change (%)	
Net Sales	\$	61.3	\$	71.3	\$	(10.0)	-14%	
Gross Profit (\$)	\$	19.1	\$	29.3	\$	(10.2)	-35%	
Gross Profit (%)	31.1% 41.		41.1%	,)	-10.0%	-24%		
Income from Operations	\$	5.6	\$	16.6	\$	(11.0)	-66%	
Income Tax Expense	\$	1.8	\$	3.9	\$	(2.0)	-53%	
Net Income	\$	5.2	\$	12.7	\$	(7.5)	-59%	
Net Income per Diluted Share	\$	0.33	\$	0.92	\$	(0.59)	-64%	

Fiscal Q3 YTD 2023 Financial Summary

(in millions except per share data and percentages)	20	023 YTD	VS	. 2022 YTD	Change	Change (%)	
Net Sales	\$	219.0	\$	175.9 \$	43.2	25%	
Gross Profit (\$)	\$	73.3	\$	75.4 \$	(2.2)	-3%	
Gross Profit (%)	33.5% 42.9%		-9.4%	-22%			
Income from Operations	\$	35.6	\$	41.6 \$	(6.0)	-14%	
Income Tax Expense	\$	8.5	\$	9.5 \$	(1.0)	-10%	
Net Income	\$	29.8	\$	32.4 \$	(2.5)	-8%	
Net Income per Diluted Share	\$	2.00	\$	2.33 \$	(0.33)	-14%	

Management Commentary

"Our third quarter fiscal 2023 results came in relatively in-line with our expectations," said Company President and CEO Cheri Beranek. "Based on conversations with our customers, we expect service providers to continue working through inventory for the next several quarters. Additionally, our community broadband customers are adopting a cautious approach with respect to deploying capital until they have better visibility into the timing of government funded deployments. While we expect these dynamics will impact our near-term performance, likely into fiscal 2024, we continue to focus on positioning the company for long-term growth, right-sizing capacity levels, and designing products that address our customers' biggest pain points. With government funding initiatives underway and significant rural broadband builds expected in the coming years, we anticipate strong demand for our core products once order patterns return to normalized levels. By investing in our people, modernizing our systems, and targeting expansion into new markets like Europe, we are positioning Clearfield for continued success which we believe will drive significant shareholder value over the long term."

"Clearfield's strong balance sheet and strategic approach with service providers enable us to pursue growth opportunities and enhance our product portfolio," said CFO Dan Herzog. "We continue to invest in capital equipment with faster processing capability to reduce costs and improve margins. Finally, we are reiterating our full-year fiscal 2023 revenue guidance and increasing our full year net income per share guidance."

Financial Results for the Three Months Ended June 30, 2023

Net sales for the third quarter of fiscal 2023 decreased 14% to \$61.3 million from \$71.3 million in the same year-ago quarter. Organic revenue decreased 33% year over year to \$47.9 million, while Nestor Cables generated revenue of \$13.4 million.

As of June 30, 2023, order backlog (defined as purchase orders received but not yet fulfilled) was \$74.7 million, a decrease of \$32.9 million, or 31% compared to \$107.6 million as of March 31, 2023, and a decrease of \$82.0 million, or 52%, from June 30, 2022. The sequential decrease was due to a lull in demand as customers digest previously purchased products.

Gross margin for the quarter was 31.1%, compared to 41.1% in the third quarter of fiscal 2022. Gross margin was negatively affected by excess production capacity as well as Nestor's inclusion in the quarter. The Company continues to realign capacity to current market conditions.

Operating expenses for the quarter increased 6% to \$13.4 million, or 22% of net sales, from \$12.7 million, or 18% of net sales in the same year-ago quarter.

Net income for the quarter totaled \$5.2 million, or \$0.33 per diluted share, compared to \$12.7 million, or \$0.92 per diluted share, in the same year-ago quarter.

Outlook

The Company is reiterating its fiscal 2023 revenue guidance and is raising its net income per share guidance due to better-than-expected product margin as well as cost saving initiatives. Clearfield continues to expect its full year fiscal 2023 net sales to be within a range of \$260 to \$275 million, and now expects net income per share to be in the range of \$2.05 to \$2.15, up from \$1.80 to \$2.10 previously.

Conference Call

Management will hold a conference call today, August 3, 2023, 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.

U.S. dial-in: 1-844-826-3033

International dial-in: 1-412-317-5185

Conference ID: 8040539

The live webcast of the call can be accessed at the Clearfield Investor Relations website along with the company's earnings press release and presentation.

Please see the Earnings Presentation for recharacterized customer segment revenue.

A replay of the call will be available after 8:00 p.m. Eastern Time on the same day through August 17, 2023, while an archived version of the webcast will be available on the Investor Relations website for 90 days.

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

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

Replay ID: 10177264

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 Earnings Presentation 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, expected customer ordering patterns, anticipated shipping on backlog and future lead times, future availability of components and materials from the Company's supply chain, future availability of labor impacting our customers' network builds, the impact of the Rural Digital Opportunity Fund (RDOF) or other government programs on the demand for the Company's products or timing of customer orders, the Company's ability to match capacity to meet demand, expansion into new markets 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 COVID-19 pandemic has significantly impacted worldwide economic conditions and could have a material adverse effect on our business, financial condition and operating results; inflationary price pressures and uncertain availability of components, raw materials, labor and logistics used by us and our suppliers could negatively impact our profitability; we rely on single-source suppliers, which could cause delays, increase costs or prevent us from completing customer orders; we depend on the availability of sufficient supply of certain materials and global disruptions in the supply chain for these materials could prevent us from meeting customer demand for our products; we rely on our manufacturing operations to produce product to ship to customers and manufacturing constraints and disruptions could result in decreased future revenue; 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 could 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, and the risks could adversely affect future operating results; we have exposure to movements in foreign currency exchange rates; if we are unable to integrate acquired businesses, our financial results could be materially and adversely affected; adverse global economic conditions and geopolitical issues could have a negative effect on our business, and results of operations and financial condition; our planned growth may strain our business infrastructure, which could adversely affect our operations and financial condition; 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 on key personnel; cyber-security incidents on our information technology systems, including ransomware, data

breaches or computer viruses, could disrupt our business operations, damage our reputation, and potentially lead to litigation; our business is dependent on interdependent management information systems; to compete effectively, we must continually improve existing products and introduce new products that achieve market acceptance; if the telecommunications market does not continue to expand, our business may not grow as fast as we expect, which could adversely impact our business, financial condition and operating results; changes in U.S. government funding programs may cause our customers and prospective customers to delay, reduce, or accelerate purchases, leading to unpredictable and irregular purchase cycles; intense competition in our industry may result in price reductions, lower gross profits and loss of market share; our success depends upon adequate protection of our patent and intellectual property rights; we face risks associated with expanding our sales outside of the United States; 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, 2022 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:

Greg McNiff The Blueshirt Group 773-485-7191 clearfield@blueshirtgroup.com

CLEARFIELD, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE DATA)

		(Unau Three Mor June	,	(Unaudited) Nine Months Ended June 30,				
		2023		2022		2023		2022
Net sales	\$	61,284	\$	71,250	\$	219,035	\$	175,854
Cost of sales		42,210		41,943		145,750		100,411
Gross profit		19,074		29,307		73,285		75,443
Operating expenses Selling, general and								
administrative		13,449		12,721		37,714		33,877
Income from operations		5,625		16,586		35,571		41,566
Net investment income Interest expense		1,630 (195)		43		3,328 (551)		284
Income before income taxes	_	7,060		16,629		38,348		41,850
Income tax expense		1,842		3,884		8,511		9,480
Net income	<u>\$</u>	5,218	\$	12,745	\$	29,837	\$	32,370
Net income per share:								
Basic	\$	0.33	\$	0.93	\$	2.01	\$	2.35
Diluted	\$	0.33	\$	0.92	\$	2.00	\$	2.33
Weighted average shares outstanding:								
Basic		15,254,341		13,772,269		14,880,666		13,760,950
Diluted		15,254,341		13,899,698		14,929,405	_	13,900,019
					_		_	

Clearfield, Inc.
Consolidated Statement of Cashflows
(Unaudited)

	Nine Months Ended June 30, 2023	Nine Months Ended June 30, 2022
Cash flows from operating activities		
Net income	\$ 29,837 \$	32,370
Adjustments to reconcile net income to cash provided		
by (used in) operating activities:		• • • •
Depreciation and amortization	4,411	2,205
Amortization of discount on investments	(2,429)	(31)
Stock-based compensation	2,504	1,647
Changes in operating assets and liabilities		
Accounts receivable	24,519	(12,156)
Inventories, net	(21,510)	(41,816)
Other assets	(3,525)	(187)
Accounts payable and accrued expenses	(20,326)	8,677
Net cash provided by (used in) operating activities	13,481	(9,289)
Cash flows from investing activities:		
Purchases of property, plant and equipment and		
intangible assets	(6,529)	(6,764)
Purchase of investments	(210,923)	(248)
Proceeds from sales and maturities of investments	105,077	17,386
Net cash (used in) provided by investing activities	(112,375)	10,374
Cash flows from financing activities:		
Repayment of long-term debt	(16,700)	-
Proceeds from issuance of common stock under	611	544
employee stock purchase plan		
Repurchase of shares for payment of withholding taxes	(954)	(274)
for vested restricted stock grants		
Tax withholding and proceeds related to exercise of stock options	(491)	(379)
Issuance of stock under equity compensation plans	954	-
Net proceeds from issuance of common stock	130,262	-
Net cash provided by (used in) financing activities	113,682	(109)
Effect of exchange rates on cash	(54)	-
Increase in cash and cash equivalents	14,734	976
Cash and cash equivalents, beginning of period	16,650	13,216
Cash and cash equivalents, end of period	\$ 31,385	5 14,192
Supplemental disclosures for cash flow information		
Cash paid for income taxes	\$ 12,589 \$	9,913
Cash paid for interest	\$ 360	
	<u> </u>	<u> </u>
Non-cash financing activities		
Cashless exercise of stock options	\$ 566 \$	5 276

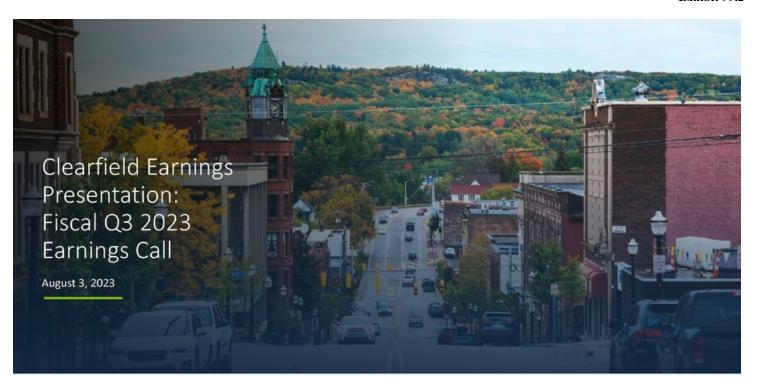
Clearfield, Inc.

Consolidated Statement of Cashflows

(Unaudited)

Nine Months	Nine Months
Ended	Ended
June 30,	June 30,
2023	2022

Cash flows from operating activities				
Net income	\$	29,837	\$	32,370
Adjustments to reconcile net income to cash provided				
by (used in) operating activities:				
Depreciation and amortization		4,411		2,205
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employee stock purchase plan				
Repurchase of shares for payment of withholding taxes		(954)		(274)
for vested restricted stock grants				
Tax withholding and proceeds related to exercise of stock options		(493)		(379)
Issuance of stock under equity compensation plans		954		-
Net proceeds from issuance of common stock		130,262		-
Net cash provided by (used in) financing activities		113,681		(109)
Effect of exchange rates on cash		(52)		-
Increase in cash and cash equivalents		14,735		976
Cash and cash equivalents, beginning of period		16,650		13,216
Cash and cash equivalents, end of period	\$	31,385	\$	14,192
Supplemental disclosures for cash flow information				
Cash paid for income taxes	\$	12,589	\$	9,913
Cash paid for interest	\$	360	\$	
Cash paid for interest	Φ	300	Φ	
Non-cash financing activities	_			
Cashless exercise of stock options	\$	566	\$	276





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Important Cautions Regarding Forward-Looking Statements

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Enabling the lifestyle better broadband provides



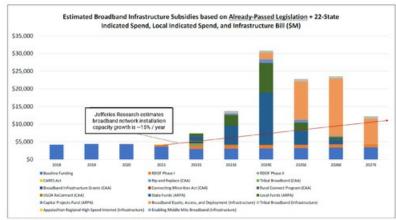








Market Update



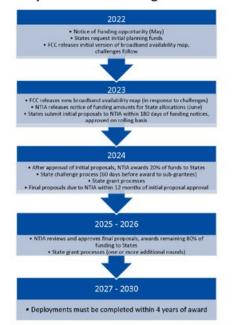
Source: US Congress, State Governments, Benton, JD Supra, Jefferies Research

"The red, upward-sloping line in this chart assumes 15% annual growth in the industry's ability to grow the Professional Services / Network Installation workforce needed to deploy projects. While it's certainly possible that the industry could fiex up above that 15% assumption, it's very clear much of the actual project spending – above and beyond that 15% growth line – will shift out to later years. We still believe that broadband equipment growth rates should remain attractive and durable for 4-5 years or more."

Source: NTIA, Jefferies Researc

CLEARFIELD

Expected BEAD Funding Timeline

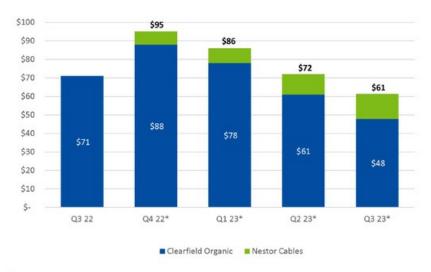






FINANCIAL PERFORMANCE

Quarterly Revenue



\$61MQ3 2023 Revenue

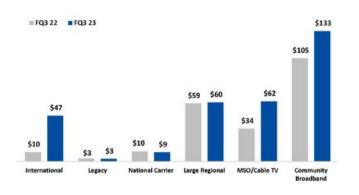
18%

Nestor Cables Contribution compared to prior quarter



Q3 FY23 Net Sales Comparison by Market

TTM Net Sales



All dollar figures in millions

1) Based on net sales of \$72 million for Clearfield (including an \$11M contribution from Nestar Cables within our
intermational market) and Point of Sales (POS) reporting from distributors who resell our product line into these
markets.





FINANCIAL PERFORMANCE

Quarterly Gross Profit and Margin



Gross profit levels have declined due to unused capacity at our Mexico facility and Nestor Cables representing a higher percentage of revenue.



*Includes contribution from subsidiary Nestor Cables, which was acquired on July 26, 2022

FINANCIAL PERFORMANCE

Quarterly Operating Expenses



CLEARFIELD

All dollar figures in millions
*Includes contribution from subsidiary Nestor Cables, which was acquired on July 26, 2022

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FINANCIAL PERFORMANCE

Quarterly Net Income



\$5.2M

Q3 2023 Net Income

9%

Q3 2023 Percent of Net Sales

CLEARFIELD

All dollar figures in millions
*includes contribution from subsidiary Nestor Cables, which was acquired on July 26, 2022

FINANCIAL PERFORMANCE

Balance Sheet

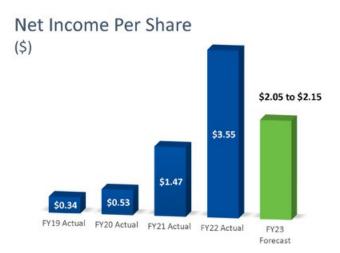
- ✓ \$169 million of cash, short-term and long-term investments
- ✓ \$2 million of debt
- ✓ Raised \$130 million in net proceeds in December 2022 secondary offering for working capital and general corporate purposes



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Financial Outlook





CLEARFIELD

FY 2023 net sales guidance issued and effective as of August 3, 2023. Growth rate is based on midpoint of net sales guidance range and includes contribution from subsidiary Nestor Cables.

FY 2023 net income per diluted share guidance issued and effective as of August 3, 2023.



Business Update





Leverage our decade-long excellence in Community Broadband Execute capacity growth in advance of market opportunity Accelerate infrastructure investment Position innovation at the forefront of our value proposition

- ✓ Continue to Invest in Clearfield College
 - Provides online and in-field customer training support to address skilled labor shortage
- ✓ Modernizing ERP and Internal Software Systems
 - Enables better order management and fulfillment to reduce lead times
- ✓ Adding Expertise in New Markets
 - Expanding Estonia facility for microduct and connectivity manufacturing

Q&A



Cheri Beranek PRESIDENT & CEO



Dan Herzog
CHIEF FINANCIAL OFFICER



Kevin Morgan
CHIEF MARKETING OFFICER



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Appendix

Clearfield, Inc.
Revenue by Market
Trailing 8 Quarters Through 6/30/23 (FY 23 Q3)

	Q3 23	Q2 23	Q1 23	Q4 22	Q3 22	Q2 22	Q1 22	Q4 21
Market/Account	6/30/2023	3/31/2023	12/31/2022	9/30/2022	6/30/2022	3/31/2022	12/31/2021	9/30/2021
International	\$14,186,467	\$13,136,869	\$10,203,747	\$9,344,673	\$2,515,165	\$1,461,636	\$1,994,096	\$3,542,333
Legacy	706,871	592,268	750,502	556,803	623,621	721,324	725,275	900,524
National Carrier	1,984,772	2,101,414	2,552,023	2,825,726	3,453,964	2,500,839	1,991,359	2,266,808
Large Regional	15,622,998	12,538,475	14,698,809	17,476,833	16,332,225	15,493,948	16,162,639	11,391,719
MSO/Cable TV	9,381,837	10,043,019	20,810,686	21,268,240	10,358,609	7,233,848	9,050,201	6,894,787
Community Broadband	19,401,301	33,396,940	36,926,116	43,556,483	37,966,749	26,083,252	21,185,134	20,239,791
Total	\$61,284,245	\$71,808,985	\$85,941,882	\$95,028,758	\$71,250,335	\$53,494,847	\$51,108,704	\$45,235,962

