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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 13, 2013

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**ELECTROMED, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Minnesota**  
(State or Other Jurisdiction of Incorporation)

**001-34839**  
(Commission File Number)

**41-1732920**  
(I.R.S. Employer Identification Number)

**500 Sixth Avenue NW  
New Prague, MN 56071**  
(Address of Principal Executive Offices)(Zip Code)

**(952) 758-9299**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Item 2.02 Results of Operations and Financial Condition**

On February 13, 2013, Electromed, Inc. (the "Company") issued a press release announcing its financial results for the three and six months ended December 31, 2012. The full text of the press release is set forth in Exhibit 99.1 attached hereto and is incorporated by reference in this Current Report on Form 8-K as if fully set forth herein.

The information contained in this Item 2.02, including the Exhibit 99.1 attached hereto and incorporated herein, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

## **Item 8.01 Other Events**

On February 13, 2013, the Company mailed a letter from its chief executive officer to the Company's shareholders, dated February 13, 2013, updating the Company's shareholders on recent Company developments. The full text of the shareholder letter is set forth in Exhibit 99.2 attached hereto and is incorporated by reference in this Current Report on Form 8-K as if fully set forth herein.

## **Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements: None.
- (b) Pro forma financial information: None.
- (c) Shell company transactions: None.
- (d) Exhibits:

99.1 Press Release dated February 13, 2013.  
99.2 Shareholder Letter dated February 13, 2013.

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## 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.

Date: February 13, 2013

Electromed, Inc.

By: /s/ Jeremy T. Brock

Name: Jeremy T. Brock

Title: Chief Financial Officer

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SECURITIES AND EXCHANGE COMMISSION  
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ELECTROMED, INC.  
EXHIBIT INDEX TO FORM 8-K

Date of Report:  
February 13, 2013

Commission File No.:  
001-34839

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 13, 2013
99.2	Shareholder Letter dated February 13, 2013

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**FOR IMMEDIATE RELEASE****Contact**

Kathleen Skarvan  
Chief Executive Officer  
Electromed, Inc.  
952-758-9299  
kskarvan@electromed.com

**ELECTROMED, INC. REPORTS FY2013 SECOND QUARTER RESULTS**

**New Prague, Minnesota – February 13, 2013** – Electromed, Inc. (NYSE MKT: ELMD) today announced financial results for the three-month period ended December 31, 2012. Net revenues for the three months ended December 31, 2012, were approximately \$3,856,000, a 19.5% decrease compared to net revenues of approximately \$4,790,000 for the same period last year. The Company also announced net loss of approximately \$411,000, or \$0.05 per basic and diluted share, for the three months ended December 31, 2012, compared to net income of approximately \$25,000, or \$0.00 per basic and diluted share, for the same period last year. Net revenues decreased as a result of downward pressure on pricing and added administrative steps implemented by third party payers in the insurance claims process which has lengthened the approval process compared to the prior year. Net loss results were attributable to lower net revenues, offset by decreased expenses and operating efficiencies designed to better align expenses with demand.

Kathleen Skarvan, CEO, said, “While our results this quarter are disappointing, we are gaining momentum and positioning ourselves for sales growth going into fiscal year 2014. Our positive momentum is attributable to our re-branding strategy, hiring a veteran International sales manager focused on broadening our footprint in Latin America and the Middle East, our U.S. sales force being fully staffed in all strategic regions and realigning our reimbursement function to create a stronger focus on payer contracts and greater efficiencies. Additionally, it is important to highlight the strength of our balance sheet, which is strong enough to support us while we work through our current challenges.”

Gross profit decreased to approximately \$2,514,000, or 65.2% of net revenues, for the three months ended December 31, 2012, compared to approximately \$3,481,000, or 72.7% for the same period in fiscal 2012. The decrease in gross profit percentage was primarily the result of reduced leverage of manufacturing costs on lower revenue levels. The Company believes that as it grows sales, it will be able to leverage manufacturing costs more effectively and the gross profit percentage will return to more historical levels above 70%.

Operating expenses, which consist of selling, general, and administrative expenses and research and development expenses, were approximately \$3,110,000 for the three months ended December 31, 2012, a decrease of approximately 8.0% over operating expenses for the same period last year. These decreases resulted from lower sales volume and lower associated selling costs; decreased payroll as a result of lower overall management compensation; and a reduction in marketing fees.

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**Electromed, Inc.**

**Results for the Three-Months Ended December 31, 2012**

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Total cash was approximately \$1,006,000 as of December 31, 2012. For the three months ended December 31, 2012, net cash provided by operating activities was approximately \$1,088,000, composed primarily of a decrease in the Company's accounts receivables and inventory, which decreased approximately \$690,000 and \$406,000, respectively. Prepaid expenses and accounts payable and accrued liabilities increased approximately \$85,000 and \$272,000, respectively, during the three months ended December 31, 2012. An aggregate of \$286,000 was used for investing activities during the three months ended December 31, 2012, for purchases of property and equipment. Cash used in financing activities was approximately \$1,279,000, consisting primarily of \$111,000 in payments of long-term debt and capital lease obligations, as well as payments on our revolving line of credit of \$1,168,000.

"During my first two months with the company, since joining Electromed in December, I am even more confident we have the framework for growth, and plan to accelerate our strategies through the remainder of fiscal 2013," added Skarvan. "The multi-pronged approach is on: increasing revenues, advancing our technology and aggressively managing our cost structure, while enhancing productivity by throughout the organization."

**About Electromed, Inc.**

Electromed, Inc. manufactures, markets, and sells products that provide airway clearance therapy, including the SmartVest<sup>®</sup> Airway Clearance System and related products, to patients with compromised pulmonary function. Further information about the Company can be found at [www.electromed.com](http://www.electromed.com).

**Cautionary Statements**

*Certain statements found in this release may constitute forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect the speaker's current views with respect to future events and financial performance and include any statement that does not directly relate to a current or historical fact. Forward-looking statements can generally be identified by the words "believe," "expect," "anticipate" or "intend" or similar words. Forward-looking statements made in this release include the Company's plans and expectations regarding sales momentum, sales growth, gross profit percentage, profitability, margins, and cost control. Forward-looking statements cannot be guaranteed and actual results may vary materially due to the uncertainties and risks, known and unknown, associated with such statements. Examples of risks and uncertainties for Electromed include, but are not limited to, the impact of emerging and existing competitors, the effectiveness of our sales and marketing initiatives, changes to reimbursement programs, as well as other factors described from time to time in our reports to the Securities and Exchange Commission (including our Annual Report on Form 10-K). Investors should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties or potentially inaccurate assumptions investors should take into account when making investment decisions. Shareholders and other readers should not place undue reliance on "forward-looking statements," as such statements speak only as of the date of this release.*

Financial Tables Follow:

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**Electromed, Inc. and Subsidiary**  
**Condensed Consolidated Balance Sheets**

	December 31, 2012 (Unaudited)	June 30, 2012
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 1,005,616	\$ 1,702,435
Accounts receivable (net of allowances for doubtful accounts of \$45,000)	9,725,142	10,850,859
Inventories	1,899,028	2,392,416
Prepaid expenses and other current assets	358,935	359,583
Income taxes receivable	605,744	340,744
Deferred income taxes	656,000	656,000
<b>Total current assets</b>	<u>14,250,465</u>	<u>16,302,037</u>
Property and equipment, net	3,481,373	3,170,014
Finite-life intangible assets, net	1,135,891	1,174,033
Other assets	276,582	274,940
<b>Total assets</b>	<u>\$ 19,144,311</u>	<u>\$ 20,921,024</u>
<b>Liabilities and Equity</b>		
<b>Current Liabilities</b>		
Revolving line of credit	\$ 600,000	\$ 1,768,128
Current maturities of long-term debt	66,191	254,020
Accounts payable	753,098	749,985
Accrued compensation	615,566	636,995
Warranty reserve	661,000	610,000
Other accrued liabilities	127,077	151,558
<b>Total current liabilities</b>	<u>2,822,932</u>	<u>4,170,686</u>
Long-term debt, less current maturities	1,356,961	1,390,003
Deferred income taxes	280,000	280,000
<b>Total liabilities</b>	<u>4,459,893</u>	<u>5,840,689</u>
<b>Commitments and Contingencies</b>		
<b>Equity</b>		
Common stock, \$0.01 par value; authorized: 13,000,000; shares issued and outstanding: 8,114,252 shares	81,143	81,143
Additional paid-in capital	13,045,518	12,959,136
Retained earnings	1,557,757	2,040,056
<b>Total equity</b>	<u>14,684,418</u>	<u>15,080,335</u>
<b>Total liabilities and equity</b>	<u>\$ 19,144,311</u>	<u>\$ 20,921,024</u>

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**Electromed, Inc. and Subsidiary**  
**Condensed Consolidated Statements of Income (Unaudited)**

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2012	2011	2012	2011
Net revenues	\$ 3,856,370	\$ 4,790,344	\$ 7,887,656	\$ 10,169,262
Cost of revenues	1,342,002	1,309,064	2,552,455	2,618,631
<b>Gross profit</b>	<u>2,514,368</u>	<u>3,481,280</u>	<u>5,335,201</u>	<u>7,550,631</u>
Operating expenses				
Selling, general and administrative	3,000,532	3,130,799	5,816,544	6,530,602
Research and development..	109,250	250,339	210,440	467,425
<b>Total operating expenses</b>	<u>3,109,782</u>	<u>3,381,138</u>	<u>6,026,984</u>	<u>6,998,027</u>
<b>Operating income (loss)</b>	<u>(595,414)</u>	<u>100,142</u>	<u>(691,783)</u>	<u>552,604</u>
Interest expense, net of interest income of \$10,975, \$1,634, \$15,322, and \$3,662 respectively	25,777	43,588	62,516	87,511
<b>Net income (loss) before income taxes</b>	<u>(621,191)</u>	<u>56,554</u>	<u>(754,299)</u>	<u>465,093</u>
Income tax benefit (expense)	210,000	(32,000)	272,000	(195,000)
<b>Net income (loss)</b>	<u>\$ (411,191)</u>	<u>\$ 24,554</u>	<u>\$ (482,299)</u>	<u>\$ 270,093</u>
Earnings (loss) per share:				
Basic and diluted	<u>\$ (0.05)</u>	<u>\$ 0.00</u>	<u>\$ (0.06)</u>	<u>\$ 0.03</u>
Weighted-average common shares outstanding:				
Basic	<u>8,114,252</u>	<u>8,101,745</u>	<u>8,114,252</u>	<u>8,101,330</u>
Diluted	<u>8,114,252</u>	<u>8,125,458</u>	<u>8,114,252</u>	<u>8,121,971</u>

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**Electromed, Inc. and Subsidiary**  
**Condensed Consolidated Statements of Cash Flows (Unaudited)**

	<b>For the Six Months Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Cash Flows From Operating Activities</b>		
Net income (loss)	\$ (482,299)	\$ 270,093
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation	231,918	193,790
Amortization of finite-life intangible assets	66,234	60,199
Amortization of debt issuance costs	6,377	6,066
Share-based compensation expense	86,382	62,108
Loss on disposal of property and equipment	22,020	9,865
Changes in operating assets and liabilities:		
Accounts receivable	1,125,717	(1,111,600)
Inventories	493,388	(541,677)
Prepaid expenses and other assets	(272,371)	(138,627)
Accounts payable and accrued liabilities	(74,972)	(343,091)
<b>Net cash provided by (used in) operating activities</b>	<b>1,202,394</b>	<b>(1,532,874)</b>
<b>Cash Flows From Investing Activities</b>		
Expenditures for property and equipment	(482,122)	(618,966)
Expenditures for finite-life intangible assets	(28,092)	(22,650)
<b>Net cash used in investing activities</b>	<b>(510,214)</b>	<b>(641,616)</b>
<b>Cash Flows From Financing Activities</b>		
Net payments on revolving line of credit	(1,168,128)	—
Principal payments on long-term debt including capital lease obligations	(220,871)	(189,056)
Payments of deferred financing fees	—	(10,526)
Proceeds from warrant exercises	—	5,301
Proceeds from subscription notes receivable	—	22,500
<b>Net cash used in financing activities</b>	<b>(1,388,999)</b>	<b>(171,781)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(696,819)</b>	<b>(2,346,271)</b>
<b>Cash and cash equivalents</b>		
Beginning of period	1,702,435	4,091,739
End of period	<u>\$ 1,005,616</u>	<u>\$ 1,745,468</u>

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February 2013

To Our Shareholders:

I am excited to write my first letter to you as Electromed, Inc.'s Chief Executive Officer and want to thank our Board of Directors for the confidence they have shown in me to lead this great company. My excitement in being here and my confidence in our success are driven by Electromed's excellent team of loyal and dedicated employees, our tradition of innovation, and a world-class sales and service offering. During my first 100 days, since joining Electromed in December, I've been committed to listening and learning about the business and our market, and working with the management team to deliver a strategic plan to provide direction for our future success.



Our goal is to return the company to profitable growth and enhance long term shareholder value. We are gaining momentum and positioning ourselves for sales growth going into fiscal 2014 as we anticipate positive results from our earlier changes to our sales and marketing direction, and accelerate new growth strategies. Recently, we have:

- Launched a re-branding strategy providing targeted marketing and sales tools, which have already yielded positive referral momentum (this includes our new website that went live Feb. 11)
- Hired a veteran International sales manager focused on broadening our footprint in Latin America and the Middle East
- Fully staffed our U.S. sales regions where we are benefitting from tenured sales representatives, as well as new hires with proven track records
- Realigned our Reimbursement Department, creating a stronger focus on payer contracts and greater efficiencies for our referral-to-approval process, and improved throughput for appeals.

Further, we continue to be aggressive in cost reduction and avoidance throughout the organization, while preserving our long-term growth opportunities.

As disclosed in our earnings release, second-quarter financial results were disappointing. The lower revenue was attributable to a decline in homecare reimbursement, caused by increased downward pressure on pricing from third-party payers and a longer approval process compared to 2011. We did see higher international and government/institutional sales year over year for our second fiscal quarter, at 8.3 and 6.7 percent, respectively – which partially offset our homecare revenue decline. Despite disappointing sales and net income, I believe it is important to highlight the strength of our balance sheet, which is strong enough to support us while we work through these difficult quarters. We are managing cash conservatively, paying down our debt and maintaining better-than-industry standards on our debt to equity ratios.

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Electromed has a proud history of serving patients with impaired lung function and we understand what it takes to become a market-leading company — exceptional people and exceptional products and services. We believe we have an opportunity to become the leading high-frequency chest wall oscillation (HFCWO) provider.

To do this we are committed to preserve and build on these core strengths:

- Unequaled patient advocacy;
- Listening to the customer's voice and leading the design, development and manufacturing of innovative devices and services for airway clearance;
- Dedicated and highly skilled employees; and
- Doing what is right, always.

I am confident we have the framework for growth, and plan to accelerate our strategies through the remainder of fiscal 2013. The multi-pronged focus will be to increase revenue, advance our technology and aggressively manage our cost structure, while enhancing productivity by implementing efficiencies throughout the organization.

I want to thank you for the opportunity to serve you as Electromed's CEO and look forward to updating you each quarter as we make progress toward our goals. Finally, I want to thank our employees for their support; they are a great group of people and I continue to be inspired by their skills and dedication.

Sincerely,  
Kathleen Skarvan,



Chief Executive Officer

#### *Cautionary Statements*

*Certain statements found in this letter may constitute forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect the speaker's current views with respect to future events and financial performance and include any statement that does not directly relate to a current or historical fact. Forward-looking statements can generally be identified by the words "believe," "expect," "anticipate" or "intend" or similar words. Forward-looking statements made in this letter include the Company's plans and expectations regarding sales growth and profitability, financial and operational performance, cost reductions, the adequacy of existing cash resources, and the Company's focus for future periods. Forward-looking statements cannot be guaranteed and actual results may vary materially due to the uncertainties and risks, known and unknown, associated with such statements. Examples of risks and uncertainties for Electromed include, but are not limited to, the impact of emerging and existing competitors, the effectiveness of our sales and marketing initiatives, changes to reimbursement programs, as well as other factors described from time to time in our reports to the Securities and Exchange Commission (including our Annual Report on Form 10-K). Investors should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties or potentially inaccurate assumptions investors should take into account when making investment decisions. Shareholders and other readers should not place undue reliance on "forward-looking statements," as such statements speak only as of the date of this letter.*

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