

Clearfield, Inc.  
Form 8-K  
November 08, 2012

**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 8, 2012**

**Clearfield, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction  
of incorporation)

**0-16106**  
(Commission File Number)

**41-1347235**  
(IRS Employer Identification No.)

**5480 Nathan Lane North, Suite 120, Plymouth, MN**  
(Address of principal executive offices)

**55442**  
(Zip Code)

Registrant's telephone number, including area code: **(763) 476-6866**

Not Applicable  
(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**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, 2012, Clearfield, Inc. (the "Company") issued a press release announcing the results of its fourth quarter and fiscal year ended September 30, 2012. A copy of that press release is furnished hereto as Exhibit 99.1 and is hereby incorporated by reference.

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

**FY 2012 Cash Bonus Program**

On November 6, 2011, the Compensation Committee (the "Committee") of the Board of Directors of the Company approved a cash bonus program for fiscal year 2012 (the "2012 Bonus Program"). The current executive officers (the "Executives") that participated in the 2012 Bonus Program are: Cheryl P. Beranek, Chief Executive Officer; John P. Hill, Chief Operating Officer; and Daniel R. Herzog, Chief Financial Officer.

The performance goal under the 2012 Bonus Program for the Executives consisted of the Company's net income for fiscal year 2012 from continuing operations, excluding taxes, interest income or expense, and any bonus amounts ("FY12 ICO").

On November 6, 2012, the Compensation Committee determined the bonus pool amounts available under the 2012 Bonus Program based upon FY2012 ICO, which met the amount set by the Compensation Committee. Amounts from the bonus pool created by the 2012 Bonus Program were allocated by the Company's management among eligible non-executive officer employees. On November 6, 2012, the Compensation Committee approved the following payouts to the Executives from the amounts remaining in the bonus pool: Ms. Beranek, \$200,000; Mr. Hill, \$185,000 and Mr. Herzog \$40,000.

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

(c) The following exhibit is being furnished herewith:

99.1 Press release dated November 8, 2012

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Clearfield, Inc.**

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(Registrant)

/s/ **CHERYL P. BERANEK**

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**November 8, 2012**

(Date)

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Cheryl P. Beranek  
*Chief Executive Officer*