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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, 2012

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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, 2012, Electromed, Inc. (the “Company”) issued a press release announcing its financial results for the three and six months ended December 31, 2011. 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 Company will conduct a conference call to discuss its financial results for the three and six months ended December 31, 2011 at 8:30 a.m. central time on February 14, 2012.

The information contained in this Current Report on Form 8-K, 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 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, 2012
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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, 2012

Electromed, Inc.

By /s/ Jeremy Brock

Name: Jeremy Brock

Title: Chief Financial Officer

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UNITED STATES  
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ELECTROMED, INC.  
EXHIBIT INDEX TO FORM 8-K

Date of Report:  
February 13, 2012

Commission File No.:  
001-34839

**Exhibit  
Number**  
99.1

Press Release dated February 13, 2012

**Description**

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**ELECTROMED, INC.**

Creating superior care through innovation®

## FOR IMMEDIATE RELEASE

**Contact:**

Robert D. Hansen  
Chairman and Chief Executive Officer  
Electromed, Inc.  
952-758-9299  
bhansen@electromed.com

Pankti Shah  
Director of Strategic Marketing  
The Event Group, Incorporated  
763-548-1304  
pankti.shah@eventshows.com

**ELECTROMED, INC. REPORTS 2012 SECOND QUARTER RESULTS**

**New Prague, Minnesota – February 13, 2012** – Electromed, Inc. (NYSE Amex: ELMD) today announced financial results for the three-month period ended December 31, 2011. Net Revenues for the three months ended December 31, 2011, were approximately \$4,790,000, a 2.2% increase compared to Net Revenues of approximately \$4,686,000 for the same period last year. The Company also announced Net Income of approximately \$25,000, or \$0.00 per basic and diluted share, for the three months ended December 31, 2011, compared to Net Income of approximately \$292,000, or \$0.03 per basic and diluted share, for the same period last year. The reduction in Net Income results was attributable to missed sales goals reflecting underperformance by a number of former Clinical Area Managers. This resulted from termination-driven turnover of approximately 16% of the sales force. Management continues to believe that planned increases in the Company's sales force, reimbursement and production personnel, coupled with the expansion of marketing and research and development efforts, will provide strong impetus for continued solid annual sales growth.

Robert Hansen, Chairman and CEO, commented on the Company, saying,

*“When some employees fail to achieve planned goals, the performance of all the employees is compromised. In Sales, this fact is especially relevant. When momentum falters, the solution is to make summary changes and to replace weakness with strength. The Regional Sales Managers of Electromed, Inc. and I have acted swiftly to recruit new, highly-trained, and experienced sales staff to succeed the sales staff who failed to keep pace with the growth needs of the Second Quarter. New and exciting successors have replaced underperformers. I remain confident that the balance of Fiscal Year 2012, and the First Half of FY2013, beginning July 1, 2012, will reflect strong sales growth accompanied by continued profitability.”*

Gross Profit decreased to approximately \$3,480,000, or 72.6% of Net Revenues, for the three months ended December 31, 2011, compared to \$3,540,000, or 75.6% for the same period in Fiscal 2011. The decrease in gross profit percentage was primarily the result of a change in average reimbursement from the mix of referrals during the three month period. Factors such as diagnoses that are not assured of reimbursement and insurance programs with lower allowable reimbursement amounts (for example, state Medicaid programs) affect average reimbursement received on a short-term basis. These factors tend to fluctuate on a quarterly basis. However, management does not believe the results of the quarter ended December 31, 2011, are indicative of a long-term trend in decreasing margins.

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**Electromed, Inc.**

**Results for the Three-Months Ended December 31, 2011**

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Operating Expenses, which consist of Selling, General, and Administrative Expenses and Research and Development expenses, were approximately \$3,380,000 for the three months ended December 31, 2011, an increase of approximately 12.6% over Operating Expenses for the same period last year. These planned increases resulted from higher payroll related to increasing the size of the sales team, increases in reimbursement, administration, patient services staff, and patient training costs related to the higher Sales volume, increased expenses relating to being a new public Company, and increased Research and Development expenses.

Total cash was approximately \$1,745,000 as of December 31, 2011. For the three months ended December 31, 2011, cash used in financing activities was approximately \$86,000, consisting primarily of \$90,000 in payments of long-term debt, capital lease obligations, and deferred financing fees. An aggregate of \$405,000 was used for investing activities during the three months ended December 31, 2011, for purchases of property and equipment. The Company used approximately \$710,000 in operating activities composed primarily of an increase in the Company's accounts receivables and inventory, which increased approximately \$304,000 and \$234,000, or 2.9% and 10.8%, respectively. Accounts payable and accrued liabilities decreased approximately \$302,000, or 14.0%, during the three months ended December 31, 2011.

**About Electromed, Inc.**

Electromed, Inc., founded in 1992 and headquartered in New Prague, Minnesota, 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 growth, profitability, margins, planned increases in sales force, reimbursement and production personnel, and expansion of marketing and research and development. 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**

	<u>December 31,</u> <u>2011</u>	<u>June 30,</u> <u>2011</u>
	<u>(Unaudited)</u>	
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 1,745,468	\$ 4,091,739
Accounts receivable (net of allowances for doubtful accounts of \$45,000)	10,704,705	9,593,105
Inventories	2,397,634	1,855,957
Prepaid expenses and other current assets	466,976	371,257
Deferred income taxes	722,000	722,000
<b>Total current assets</b>	<u>16,036,783</u>	<u>16,634,058</u>
Property and equipment, net	3,255,311	2,807,082
Finite-life intangible assets, net	1,198,279	1,235,828
Other assets	239,332	191,964
<b>Total assets</b>	<u>\$ 20,729,705</u>	<u>\$ 20,868,932</u>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities</b>		
Revolving line of credit	\$ 1,768,128	\$ 1,768,128
Current maturities of long-term debt	437,297	438,267
Accounts payable	623,370	733,621
Accrued compensation	702,274	868,229
Warranty reserve	469,624	444,096
Other accrued liabilities	68,753	161,166
<b>Total current liabilities</b>	<u>4,069,446</u>	<u>4,413,507</u>
Long-term debt, less current maturities	1,426,934	1,582,102
Deferred income taxes	167,000	167,000
<b>Total liabilities</b>	<u>5,663,380</u>	<u>6,162,609</u>
<b>Commitments and Contingencies</b>		
<b>Shareholders' Equity</b>		
Common stock, \$0.01 par value; authorized: 13,000,000; shares issued and outstanding: 8,102,252 and 8,100,485 shares respectively	81,023	81,005
Additional paid-in capital	12,861,759	12,794,368
Retained earnings	2,123,543	1,853,450
Common stock subscriptions receivable for 15,000 shares outstanding as of June 30, 2011	—	(22,500)
<b>Total shareholders' equity</b>	<u>15,066,325</u>	<u>14,706,323</u>
<b>Total liabilities and shareholders' equity</b>	<u>\$ 20,729,705</u>	<u>\$ 20,868,932</u>

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

	<b>For the Three Months Ended</b>		<b>For the Six Months Ended</b>	
	<b>December 31,</b>		<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net revenues	\$ 4,790,344	\$ 4,685,546	\$ 10,169,262	\$ 8,850,975
Cost of revenues	1,310,416	1,145,391	2,631,734	2,377,092
<b>Gross profit</b>	<u>3,479,928</u>	<u>3,540,155</u>	<u>7,537,528</u>	<u>6,473,883</u>
Operating expenses				
Selling, general and administrative	3,129,447	2,778,415	6,527,000	5,265,999
Research and development	250,339	218,703	457,924	417,089
<b>Total operating expenses</b>	<u>3,379,786</u>	<u>2,997,118</u>	<u>6,984,924</u>	<u>5,683,088</u>
<b>Operating income</b>	<u>100,142</u>	<u>543,037</u>	<u>552,604</u>	<u>790,795</u>
Interest expense, net of interest income of \$1,634, \$4,017, \$3,662, and \$5,988 respectively	43,588	53,165	87,511	112,852
<b>Net income before income taxes</b>	<u>56,554</u>	<u>489,872</u>	<u>465,093</u>	<u>677,943</u>
Income tax expense	(32,000)	(198,000)	(195,000)	(274,000)
<b>Net income</b>	<u>\$ 24,554</u>	<u>\$ 291,872</u>	<u>\$ 270,093</u>	<u>\$ 403,943</u>
Earnings per share attributable to Electromed, Inc. common shareholders:				
Basic	<u>\$ 0.00</u>	<u>\$ 0.04</u>	<u>\$ 0.03</u>	<u>\$ 0.05</u>
Diluted	<u>\$ 0.00</u>	<u>\$ 0.04</u>	<u>\$ 0.03</u>	<u>\$ 0.05</u>
Weighted-average Electromed, Inc. common shares outstanding:				
Basic	<u>8,101,745</u>	<u>8,087,885</u>	<u>8,101,330</u>	<u>7,537,342</u>
Diluted	<u>8,125,458</u>	<u>8,115,621</u>	<u>8,121,971</u>	<u>7,573,453</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>2011</b>	<b>2010</b>
<b>Cash Flows From Operating Activities</b>		
Net income	\$ 270,093	\$ 403,943
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	193,790	162,010
Amortization of finite-life intangible assets	60,199	54,784
Amortization of debt issuance costs	6,066	27,593
Share-based compensation expense	62,108	86,260
Loss on disposal of property and equipment	9,865	5,653
Changes in operating assets and liabilities:		
Accounts receivable	(1,111,600)	(1,271,774)
Inventories	(541,677)	(64,429)
Prepaid expenses and other assets	(138,627)	4,769
Accounts payable and accrued liabilities	(343,091)	355,257
<b>Net cash used in operating activities</b>	<b>(1,532,874)</b>	<b>(235,934)</b>
<b>Cash Flows From Investing Activities</b>		
Expenditures for property and equipment	(618,966)	(208,253)
Expenditures for finite-life intangible assets	(22,650)	(648,616)
<b>Net cash used in investing activities</b>	<b>(641,616)</b>	<b>(856,869)</b>
<b>Cash Flows From Financing Activities</b>		
Net payments on revolving line of credit	—	(500,000)
Principal payments on long-term debt including capital lease obligations	(189,056)	(215,708)
Payments of deferred financing fees	(10,526)	(4,659)
Proceeds from warrant exercises	5,301	—
Proceeds from sales of 1.9 million shares of common stock, net of offering costs of \$1,236,287	—	6,363,713
Proceeds from subscription notes receivable	22,500	—
<b>Net cash provided by (used in) financing activities</b>	<b>(171,781)</b>	<b>5,643,346</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(2,346,271)</b>	<b>4,550,543</b>
Cash and cash equivalents		
Beginning of period	4,091,739	610,727
End of period	\$ 1,745,468	\$ 5,161,270

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