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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): May 10, 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 May 14, 2013, Electromed, Inc. (the “Company”) issued a press release announcing its financial results for the three and nine months ended March 31, 2013. 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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

### **Item 5.02(e)**

On May 10, 2013, the Board of Directors of the Company approved modifications to the employment compensation arrangements for the Company’s chief executive officer and chief financial officer, pursuant to which each such officer agreed to forego any bonus earned during the 2013 fiscal year.

## **Item 8.01 Other Events**

On May 14, 2013, the Company mailed a letter from its chief executive officer to the Company’s shareholders, dated May 14, 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 May 14, 2013.

99.2 Shareholder Letter dated May 14, 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: May 14, 2013

Electromed, Inc.

By: /s/ Jeremy T. Brock

Name: Jeremy T. Brock

Title: Chief Financial Officer

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

ELECTROMED, INC.  
EXHIBIT INDEX TO FORM 8-K

Date of Report:  
May 14, 2013

Commission File No.:  
001-34839

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated May 14, 2013
99.2	Shareholder Letter dated May 14, 2013

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## **ELECTROMED, INC.**

**FOR IMMEDIATE RELEASE**

**Contact**

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

### **ELECTROMED, INC. REPORTS FISCAL YEAR 2013 THIRD QUARTER RESULTS**

**New Prague, Minnesota – May 14, 2013** – Electromed, Inc. (NYSE MKT: ELMD) today announced financial results for the three-month period ended March 31, 2013. Net revenues for the three months ended March 31, 2013, were approximately \$3,199,000, a 33.0% decrease compared to net revenues of approximately \$4,774,000 for the same period last year. The Company also announced net loss of approximately \$431,000, or \$(0.05) per basic and diluted share, for the three months ended March 31, 2013, compared to net income of approximately \$95,000 or \$0.01 per basic and diluted share, for the same period last year. The decrease in net income primarily resulted from a decrease in homecare revenue partially offset by decreases in expenses. The decrease in homecare revenue was caused by downward pressure on pricing and added administrative procedures implemented by third party payers in the insurance claims process which has lengthened the approval process. Although total revenue was down, the Company experienced growth in international revenue of \$50,000 to \$215,000 for the three months ended March 31, 2013, as well as increases in government/institutional revenue of \$124,000 to \$373,000 compared to the same period last year.

Chief Executive Officer, Kathleen Skarvan said, “We believe we’ve hit the low watermark in terms of revenues and we are slowly seeing upward progress. While the beginning of calendar year 2013 continued to be a challenging selling and reimbursement environment, we achieved record referrals in the third quarter and approvals trended positively in the latter half of the quarter which speaks to the strength of our sales force and reimbursement teams. We see the positive momentum continuing into the fiscal fourth quarter and believe that the trend will continue into fiscal 2014.”

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**Electromed, Inc.**  
**Results for the Three-Months Ended March 31, 2013**  
**Page 2**

Gross profit decreased to approximately \$2,442,000 for the three months ended March 31, 2013, compared to \$3,369,000 for the same period in fiscal 2012. Gross profit as a percentage of revenue, however, increased to 76.3% for the three months ended March 31, 2013, from approximately 70.6% in the same period of 2012. The increase in gross profit percentage was the result of higher than average reimbursement from the mix of referrals during the three month period. Factors such as diagnoses that are not assured of reimbursement, insurance programs with lower allowable reimbursement amounts (for example, state Medicaid programs), and whether the patient meets prerequisite medical criteria for reimbursement, affect average reimbursement received on a short-term basis. These factors tend to fluctuate on a quarterly basis. During the quarter ended March 31, 2013, the Company continued to focus on cost efficiencies, which also contributed to the increase in gross profit percentage.

Operating expenses, which consist of selling, general, and administrative expenses and research and development expenses, were approximately \$3,136,000 for the three months ended March 31, 2013. Operating expenses remained relatively flat even with increases in staffing within the sales and reimbursement departments, as well as incurring additional professional fees. The Company was able to offset these increased costs by reducing certain operating expenses such as travel, meals and entertainment, marketing, advertising, and research and development.

Total cash and cash equivalents was approximately \$505,000 as of March 31, 2013. For the three months ended March 31, 2013, net cash used in operating activities was approximately \$212,000, composed primarily of a decrease in the Company's accounts receivable, which was offset by increases in inventory, prepaid expenses and other assets and accounts payable and accrued liabilities. An aggregate of \$233,000 was used for investing activities during the three months ended March 31, 2013 for purchases of property and equipment and payment of trademark and patent costs. Cash used in financing activities was approximately \$56,000, consisting of payments of line of credit, long-term debt and capital lease obligations. The Company believes it will be out of compliance with its existing debt covenants at June 30, 2013, and therefore has classified the term note, with a December 2014 maturity date as a current liability. The bank has waived all existing covenant violations as of May 13, 2013. The Company is working with the bank and believes it will be able to successfully modify the covenants in the current debt agreement in order to be in compliance as of June 30, 2013.

“Our focus is on controlling costs more aggressively in the short term while implementing key strategies for growth both domestically and internationally,” noted Skarvan. “We are adapting quickly to the current economic and reimbursement environment by revising our processes and selling our product based on features and benefits that best serve our customers, with an emphasis on securing additional third-party payer contracts. By shifting to this strategy, we believe we will ultimately increase profitability.”

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**About Electromed, Inc.**

Electromed, Inc. manufactures, markets, and sells products that provide airway clearance therapy, including the SmartVest® 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.  
Results for the Three-Months Ended March 31, 2013  
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Electromed, Inc. and Subsidiary  
Condensed Consolidated Balance Sheets

	March 31, 2013 (Unaudited)	June 30, 2012
<b>Assets</b>		
Current Assets		
Cash and cash equivalents	\$ 504,950	\$ 1,702,435
Accounts receivable (net of allowances for doubtful accounts of \$45,000).	9,198,044	10,850,859
Inventories	2,141,445	2,392,416
Prepaid expenses and other current assets	464,965	359,583
Income taxes receivable	841,978	340,744
Deferred income taxes	656,000	656,000
<b>Total current assets</b>	<b>13,807,382</b>	<b>16,302,037</b>
Property and equipment, net	3,633,916	3,170,014
Finite-life intangible assets	1,111,606	1,174,033
Other assets	291,830	274,940
<b>Total assets</b>	<b>\$ 18,844,734</b>	<b>\$ 20,921,024</b>
<b>Liabilities and Equity</b>		
Current Liabilities		
Revolving line of credit	\$ 560,000	\$ 1,768,128
Current maturities of long-term debt	1,388,935	254,020
Accounts payable	835,715	749,985
Accrued compensation	602,678	636,995
Warranty reserve	680,000	610,000
Other accrued liabilities	179,831	151,558
<b>Total current liabilities</b>	<b>4,247,159</b>	<b>4,170,686</b>
Long-term debt, less current maturities	18,326	1,390,003
Deferred income taxes	280,000	280,000
<b>Total liabilities</b>	<b>4,545,485</b>	<b>5,840,689</b>
Commitments and Contingencies		
Equity		
Common stock, \$0.01 par value; authorized: 13,000,000; shares issued and outstanding: 8,114,252	81,143	81,143
Additional paid-in capital	13,091,315	12,959,136
Retained earnings	1,126,791	2,040,056
<b>Total equity</b>	<b>14,299,249</b>	<b>15,080,335</b>
<b>Total liabilities and equity</b>	<b>\$ 18,844,734</b>	<b>\$ 20,921,024</b>

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

	For the Three Months Ended March 31,		For the Nine Months Ended March 31,	
	2013	2012	2013	2012
Net revenues	\$ 3,198,534	\$ 4,774,347	\$ 11,086,190	\$ 14,943,612
Cost of revenues	756,693	1,405,804	3,309,148	4,024,577
<b>Gross profit</b>	<u>2,441,841</u>	<u>3,368,543</u>	<u>7,777,042</u>	<u>10,919,035</u>
Operating expenses				
Selling, general and administrative	3,034,189	2,904,534	8,850,735	9,434,995
Research and development	101,460	238,230	311,899	705,655
<b>Total operating expenses</b>	<u>3,135,649</u>	<u>3,142,764</u>	<u>9,162,634</u>	<u>10,140,650</u>
<b>Operating income (loss)</b>	<u>(693,808)</u>	<u>225,779</u>	<u>(1,385,592)</u>	<u>778,385</u>
Interest expense, net of interest income	29,158	42,684	91,673	130,194
<b>Net income (loss) before income taxes</b>	<u>(722,966)</u>	<u>183,095</u>	<u>(1,477,265)</u>	<u>648,191</u>
Income tax benefit (expense)	292,000	(88,000)	564,000	(283,000)
<b>Net income (loss)</b>	<u>\$ (430,966)</u>	<u>\$ 95,095</u>	<u>\$ (913,265)</u>	<u>\$ 365,191</u>
Earnings (loss) per share:				
Basic	<u>\$ (0.05)</u>	<u>\$ 0.01</u>	<u>\$ (0.11)</u>	<u>\$ 0.05</u>
Diluted	<u>\$ (0.05)</u>	<u>\$ 0.01</u>	<u>\$ (0.11)</u>	<u>\$ 0.04</u>
Weighted-average common shares outstanding:				
Basic	<u>8,114,252</u>	<u>8,114,120</u>	<u>8,114,252</u>	<u>8,105,562</u>
Diluted	<u>8,114,252</u>	<u>8,116,759</u>	<u>8,114,252</u>	<u>8,116,977</u>

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

	For the Nine Months Ended March 31,	
	2013	2012
<b>Cash Flows From Operating Activities</b>		
Net income (loss)	\$ (913,265)	\$ 365,191
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	344,695	300,248
Amortization of finite-life intangible assets	98,069	91,032
Amortization of debt issuance costs	8,691	9,461
Share-based compensation expense	132,179	97,044
Loss on disposal of property and equipment	43,143	23,009
Changes in operating assets and liabilities:		
Accounts receivable	1,652,815	(1,498,457)
Inventories	250,971	(555,980)
Prepaid expenses and other assets	(632,197)	(214,709)
Accounts payable and accrued liabilities	5,086	(296,198)
<b>Net cash provided by (used in) operating activities</b>	<u>990,187</u>	<u>(1,679,359)</u>
<b>Cash Flows From Investing Activities</b>		
Expenditures for property and equipment	(707,140)	(736,197)
Expenditures for finite-life intangible assets	(35,642)	(25,146)
<b>Net cash used in investing activities</b>	<u>(742,782)</u>	<u>(761,343)</u>
<b>Cash Flows From Financing Activities</b>		
Net payments on revolving line of credit	(1,208,128)	—
Principal payments on long-term debt including capital lease obligations	(236,762)	(298,590)
Payments of deferred financing fees	—	(11,313)
Proceeds from warrant exercises	—	29,301
Proceeds from subscription notes receivable	—	22,500
<b>Net cash used in financing activities</b>	<u>(1,444,890)</u>	<u>(258,102)</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(1,197,485)</u>	<u>(2,698,804)</u>
<b>Cash and cash equivalents</b>		
Beginning of period	1,702,435	4,091,739
End of period	<u>\$ 504,950</u>	<u>\$ 1,392,935</u>

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To Our Shareholders:

I am pleased to have this opportunity to update you on the progress we've made over the past few months. It is with great confidence and enthusiasm I can report that we had some early wins in the fiscal third quarter that have put Electromed, Inc. on a positive trajectory for the future. Key to these early wins and to restoring long-term profitability has been to return to our roots of patient advocacy and innovation. By recommitting to this focus, Electromed is positioning for the future. We believe we have seen the worst of the recent reimbursement environmental factors and are poised for growth as we exit the fiscal year.

We saw early successes during the quarter in both sales and operations. Electromed's homecare referral and approval trends are up, which speaks to the strength of our sales force and reimbursement team. In fact, referrals were at a record high this quarter and approvals have trended up for three consecutive months. Further, we've seen an increase in international sales, up \$50,000 to \$215,000 compared to the same period a year ago, and driven by our new international sales manager who was brought on in January 2013. Institutional sales have increased \$124,000 to \$373,000 compared to the same period a year ago by adding pricing options in response to market conditions. We are pleased with this progress and confident in our future prospects.

Turning to financials, we believe we've hit the low watermark in terms of revenues and we are slowly seeing upward progress. While the beginning of calendar 2013 continued to be a challenging selling and reimbursement environment, we had modest, yet steady improvements in the latter half of the third quarter resolving certain third-party payer contracts. We see the positive momentum continuing into the fiscal fourth quarter and believe that the trend will continue into fiscal 2014.

We experienced significant gross margin expansion in the third quarter, as margins improved nearly six percentage points from prior year levels, to 76.3 percent. Additionally, our third-quarter net loss was stable compared to the prior quarter, which we believe demonstrates progress against our plan.

We maintain our focus on cost-containment to become a stronger, leaner and more efficient organization. For the nine months ended March 31, 2013 operating expenses were \$9.2 million, compared to \$10.1 million in the similar prior-year period. While year-over-year our expenses are down, net of one-time expense items in the fiscal third quarter of 2013, they are down significantly. Again, we believe this is early validation of the course we have set for Electromed. Let me reiterate, we are focused on returning this company to historical profitability levels and increasing shareholder value over the long-term. We believe we are gaining great traction on both fronts.

As you are aware, there was much confusion and speculation surrounding the medical device tax that took effect in January 2013. Based on our experience in the third quarter, and Electromed's business model, we estimate the tax will be approximately 1.2 percent of revenue on a steady state basis. We don't expect the tax to have a material impact on earnings.

I mentioned earlier that we are returning to our roots of patient advocacy and innovation – this means we are refocusing on patients, while transforming the business to align with the current HealthCare and reimbursement environment. The reimbursement situation has changed over the past few years but the Company didn't initially adjust to the downward pricing pressure of the reimbursement market, which set us back. We now are revising our processes and selling our product based on features and benefits that best serve our customers, with an emphasis securing additional third-party payer contracts. By shifting to this strategy, we believe we will ultimately increase profitability.

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Looking forward, we remain on track with our multi-pronged focus, which is:

- Controlling expenses and returning to historical profitability
- Generating profitable revenue growth
- Increasing sales domestically and internationally
- Reinvigorating our legacy of innovation

Our mission is a simple one: to make life's important moments possible—one breath at a time. Our focus is clear – treating our customers, partners, employees and shareholders with integrity and respect. I am proud to be part of this noble mission and to be associated with this team of dedicated associates. We believe we have made great progress in positioning this company to take advantage of future growth opportunities and I look forward to updating you on our continued progress in the coming quarters.

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 the economic environment in which the Company operates, referral and approval trends, sales growth and profitability, financial and operational performance, cost reductions, margin trends, the impact of the medical device tax, and the Company's strategic goals and 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, our ability to effectively control costs, 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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