# All Sections to PDF Report

Clearfield, Inc., FORM 10-Q - 10-Q

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Document And Entity Information -	6 Months Ended	
shares	Mar. 31, 2018	Apr. 27, 2018
Document Information [Line Items]		
Entity Registrant Name	Clearfield, Inc.	
Entity Central Index Key	0000796505	
Trading Symbol	clfd	
Current Fiscal Year End Date	09-30	
Entity Filer Category	Accelerated Filer	
Entity Current Reporting Status	Yes	
Entity Voluntary Filers	No	
Entity Well-known Seasoned Issuer	No	
Entity Common Stock, Shares Outstanding (in shares)		13,809,998
Document Type	10-Q	
Document Period End Date	Mar. 31, 2018	
Document Fiscal Year Focus	2018	
Document Fiscal Period Focus	Q2	
Amendment Flag	false	

Condensed Balance Sheets (Current Period Unaudited) - USD (\$)	Mar. 31, 2018	Sep. 30, 2017
Current Assets		
Cash and cash equivalents	\$ 9,141,197	\$ 18,536,111
Short-term investments	6,285,225	5,937,150
Accounts receivables, net	7,159,376	7,237,641
Inventories, net	10,879,149	8,453,567
Other current assets	1,069,504	978,933
Total current assets	34,534,451	41,143,402
Property, plant and equipment, net	5,053,859	5,434,172
Other Assets		
Long-term investments	20,180,000	19,816,000
Goodwill	4,708,511	2,570,511
Intangible assets, net	5,618,260	284,787
Other	228,820	245,165
Total other assets	30,735,591	22,916,463
Total Assets	70,323,901	69,494,037
Current Liabilities	_	
Accounts payable	1,798,776	1,739,791
Accrued compensation	2,103,906	2,410,026
Accrued expenses	31,441	93,304
Total current liabilities	3,934,123	4,243,121
Other Liabilities		
Deferred taxes	60,076	444,076
Deferred rent	276,797	281,720
Total other liabilities	336,873	725,796
Total Liabilities	4,270,996	4,968,917
Commitments and Contingencies		
Shareholders' Equity		
Preferred stock, \$.01 par value; 500,000 shares; no shares issued or outstanding		
Common stock, authorized 50,000,000, \$.01 par value; 13,811,076 and 13,812,821, shares issued and outstanding at March 31, 2018 and September 30, 2017	138,111	138,128
Additional paid-in capital	56,296,908	55,406,888
Retained earnings	9,617,886	8,980,104
Total Shareholders' Equity	66,052,905	64,525,120
Total Liabilities and Shareholders' Equity	\$ 70,323,901	\$ 69,494,037

Condensed Balance Sheets (Current Period Unaudited)	Mar. 31, 2018	Sep. 30, 2017
(Parentheticals) - \$ / shares		
Preferred stock, par value (in dollars per share)	\$ 0.01	\$ 0.01
Preferred stock, authorized shares (in shares)	500,000	500,000
Preferred stock, shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common stock, par value (in dollars per share)	\$ 0.01	\$ 0.01
Common stock, shares authorized (in shares)	50,000,000	50,000,000
Common stock, shares issued (in shares)	13,811,076	13,812,821
Common stock, shares outstanding (in shares)	13,811,076	13,812,821

Condensed Statements of	3 Month	s Ended	6 Month	s Ended
Operations (Unaudited) - USD (\$)	Mar. 31, 2018	Mar. 31, 2017	Mar. 31, 2018	Mar. 31, 2017

Net sales	\$ 16,830,895	\$ 17,651,771	\$ 33,697,779	\$ 35,917,933
Cost of sales	10,051,061	10,208,957	19,809,538	21,266,399
Gross profit	6,779,834	7,442,814	13,888,241	14,651,534
Operating expenses				
Selling, general and administrative	7,305,589	6,162,178	13,769,560	12,179,702
(Loss) income from operations	(525,755)	1,280,636	118,681	2,471,832
Interest income	119,379	59,885	215,101	112,619
(Loss) income before income taxes	(406,376)	1,340,521	333,782	2,584,451
Income tax (benefit) expense	(101,000)	433,000	(304,000)	800,000
Net (loss) income	\$ (305,376)	\$ 907,521	\$ 637,782	\$ 1,784,451
Net (loss) income per common share:				
Basic (in dollars per share)	\$ (0.02)	\$ 0.07	\$ 0.05	\$ 0.13
Diluted (in dollars per share)	\$ (0.02)	\$ 0.07	\$ 0.05	\$ 0.13
Weighted average shares outstanding:				
Basic (in shares)	13,450,482	13,589,109	13,447,178	13,578,178
Diluted (in shares)	13,450,482	13,803,697	13,494,433	13,797,126
(Loss) income before income taxes Income tax (benefit) expense Net (loss) income Net (loss) income per common share: Basic (in dollars per share) Diluted (in dollars per share) Weighted average shares outstanding: Basic (in shares)	(406,376) (101,000) \$ (305,376) \$ (0.02) \$ (0.02)	1,340,521 433,000 \$ 907,521 \$ 0.07 \$ 0.07	333,782 (304,000) \$ 637,782 \$ 0.05 \$ 0.05	2,584 800 \$ 1,784 \$ \$

Condensed Statements of Cash	6 Months Ended			
Flows (Unaudited) - USD (\$)	Mar. 31, 2018	Mar. 31, 2017		
Cash flows from operating activities				
Net income	\$ 637,782	\$ 1,784,451		
Adjustments to reconcile net ncome to net cash provided by (used in) operating activities:				
Depreciation and amortization	989,912	800,136		
Deferred taxes	(384,000)			
oss (gain) on disposal of assets	1,594	(5,100)		
Stock-based compensation	969,081	1,183,911		
Changes in operating assets and iabilities, net of business acquisition:				
Accounts receivable, net	78,265	(115,011)		
nventories	354,984	(1,597,722)		
Prepaid expenses and other	(71,117)	234,201		
Accounts payable and accrued expenses	(313,921)	(2,296,544)		
Net cash provided by (used in) operating activities	2,262,580	(11,678)		
Cash flows from investing activities				
Business acquisition	(10,350,000)			
Purchases of property, plant and equipment and intangible assets	(516,341)	(1,064,936)		
Proceeds from sale of property, plant and equipment		5,100		
Purchases of investments	(4,181,075)	(10,166,075)		
Proceeds from maturities of investments	3,469,000	5,568,000		
Net cash used in investing activities	(11,578,416)	(5,657,911)		
Cash flows from financing activities				
Proceeds from issuance of common stock under employee stock purchase olan	148,259	169,500		
Proceeds from issuance of common stock upon exercise of stock options	17,949	28,459		
Fax withholding related to exercise of stock options	(9,262)	(10,326)		
Repurchase of common stock	(236,024)	(49,352)		
Net cash (used in) provided by financing activities	(79,078)	138,281		
Decrease in cash and cash equivalents	(9,394,914)	(5,531,308)		
Cash and cash equivalents, beginning of period	18,536,111	28,014,321		
Cash and cash equivalents, end of period	9,141,197	22,483,013		
Supplemental disclosures for cash low information				
Cash paid during the year for income axes	23,987	416,750		
Non-cash financing activities				
Cashless exercise of stock options	\$ 5,782	\$ 34,268		

Note 1 - Basis of Presentation	6 Months Ended
Note 1 - Basis of Presentation	Mar. 31, 2018
Notes to Financial Statements	
Basis of Accounting [Text Block]	Note 1. Basis of Presentation

The accompanying (a) condensed balance sheet as of September 30, 2017, which has been derived from audited financial statements, and (b) unaudited interim condensed financial statements as of and for the three and six months ended March 31, 2018 have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, pursuant to the rules and regulations of the Securities and Exchange Commission. Pursuant to these rules and regulations, certain financial information and footnote disclosures normally included in the financial statements have been condensed or omitted. However, in the opinion of management, the financial statements include all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the financial position and results of operations and cash flows of the interim periods presented. Operating results for the interim periods presented are not necessarily indicative of results to be expected for the full year or for any other interim period, due to variability in customer purchasing patterns and seasonal, operating and other factors. These condensed financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2017.

In preparation of the Company's financial statements, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and related revenues and expenses during the reporting periods. As future events

and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

Certain comparative figures have been reclassified to conform to the current period's presentation. These reclassifications did not affect the prior periods' net income, shareholders' equity, or cash flows.

Note 2 - Net Income (Loss) Per		6	Months Ende	d					
Share	Mar. 31, 2018								
Notes to Financial Statements									
Earnings Per Share [Text Block]	Note 2. Net Income (Loss) Per Share								
Basic net income (loss) per common share ("EPS") is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the reporting period. Diluted EPS equals net income (loss) divided by the sum of the weighted average number of shares of common stock outstanding plus all additional common stock equivalents, such as storoptions and restricted stock awards, when dilutive.  The following is a reconciliation of the numerator and denominator of the net income (loss) per common share computations for the three and six months ended March 31, 2018 and 2017:									
					inator of the 1	net in	ncome (loss) j	er c	ommon share
		March 31	, 2018 and 201	7:		net in			
		March 31		7:		net in	Six Months En		
		March 31	, 2018 and 201 Three Months E	7: Ended	d March 31,		Six Months En	nded	March 31,
	computations for the three and six months ended	March 31	Chree Months E 2018	7: Ended	d March 31, 2017		Six Months Er	nded	March 31, 2017
	computations for the three and six months ended	March 31	Chree Months E 2018 (305,376)	7: Ended	1 March 31, 2017 907,521		Six Months En 2018 637,782	nded	March 31, 2017 1,784,451
	Net (loss) income Weighted average common shares	March 31	Chree Months E 2018 (305,376)	7: Ended	1 March 31, 2017 907,521 13,589,109		Six Months En 2018 637,782 13,447,178	nded	March 31, 2017 1,784,451 13,578,178
	Net (loss) income Weighted average common shares Dilutive potential common shares Weighted average dilutive common shares	March 31	2018 and 201 Chree Months F 2018 (305,376) 13,450,482	7: Ended	1 March 31, 2017 907,521 13,589,109 214,588		Six Months Er 2018 637,782 13,447,178 47,255	nded	March 31, 2017 1,784,451 13,578,178 218,948
	Net (loss) income Weighted average common shares Dilutive potential common shares Weighted average dilutive common shares outstanding	March 31	2018 and 201 Chree Months F 2018 (305,376) 13,450,482	7: Ended	1 March 31, 2017 907,521 13,589,109 214,588		Six Months Er 2018 637,782 13,447,178 47,255	nded	March 31, 2017 1,784,451 13,578,178 218,948

Note 3 - Cash, Cash Equivalents and	6 Months Ended		
Investments	Mar. 31, 2018		
Notes to Financial Statements			
Cash and Cash Equivalents Disclosure [Text Block]	Note 3. Cash, Cash Equivalents and Investments		
	The Company currently invests its excess cash in money market accounts a term of not more than five years. CDs with original maturities of more than thre investments and are carried at amortized cost. Investments maturing in less than one on the balance sheet, and investments maturing in one year or greater are classified as	e months are reporte year are classified as long term investment	ed as held-to-maturi short term investment s on the balance shee
	The maturity dates of the Company's CDs as of March 31, 2018 and September	,	
		March 31, 2018	September 30, 2017
	Less than one year \$	6,285,225	\$ 5,937,15
	1-5 years	20,180,000	19,816,00
	Total	26.465.225	\$ 25.753.15

Note 4 - Stock-based Compensation	6 Months Ended
Note 4 - Stock-based Compensation	Mar. 31, 2018
Notes to Financial Statements	
Disclosure of Compensation Related Costs, Share-based Payments [Text Block]	Note 4. Stock-Based Compensation  The Company recorded \$485,794 and \$969,081 of compensation expense related to current and past option grants, restricted stock grants and the Company's Employee Stock Purchase Plan ("ESPP") for the three and six months ended March 31, 2018, respectively. For the three months ended March 31, 2018, \$443,763 of this expense is included in selling, general and administrative expense, and \$42,031 is included in cost of sales. For the six months ended March 31, 2018, \$885,020 of this expense is included in selling, general and administrative expense, and \$84,061 is included in cost of sales. The Company recorded \$590,165 and \$1,183,911 of compensation expense related to current and past equity awards for the three and six months ended March 31, 2017, respectively. For the three months ended March 31, 2017, \$535,464 of this expense was included in selling, general and administrative expense, and \$54,701 was included in cost of sales. For the six months ended March 31, 2017, \$1,074,510 of this expense was included in selling, general and administrative expense, and \$109,401 was included in cost of sales. As of March 31, 2018, \$3,999,219 of total unrecognized compensation expense related to non-vested equity awards is expected to be recognized over
	a period of approximately 6.6 years.

There were no stock options granted during the six months ended March 31, 2018 or March 31, 2017. The following is a summary of stock option activity during the six months ended March 31, 2018:

	Number of options	1	Weighted average exercise price
Outstanding as of September 30, 2017	38,950	\$	2.79
Granted	-		-
Exercised	(6,100)		3.89
Cancelled or Forfeited	-		-
Outstanding as of March 31, 2018	32,850	\$	2.58

The intrinsic value of an option is the amount by which the fair value of the underlying stock exceeds its exercise price. As of March 31, 2018, the weighted average remaining contractual term for all outstanding and exercisable stock options was 2.4 years and their aggregate intrinsic value was \$339,012. During the six months ended March 31, 2018, the Company received proceeds of \$17,949 from the exercise of stock options. During the six months ended March 31, 2017, exercised stock options totaled 15,750 shares, resulting in \$28,459 of proceeds to the Company.

### Restricted Stock

The Company's 2007 Stock Compensation Plan permits its Compensation Committee to grant stock-based awards, including stock options and restricted stock, to key employees and non-employee directors. The Company has made restricted stock grants that vest over one to ten years.

During the six months ended March 31, 2018, the Company granted non-employee directors restricted stock awards totaling 4,235 shares of common stock, with a vesting term of approximately one year and a fair value of \$14.75 per share.

During the six months ended March 31, 2017, the Company granted non-employee directors restricted stock awards totaling 3,795 shares of common stock, with a vesting term of approximately one year and a fair value of \$16.45 per share.

Restricted stock transactions during the six months ended March 31, 2018 are summarized as follows:

		Weighted average
	Number of shares	grant date fair value
Unvested shares as of September 30, 2017	370,530	\$ 15.24
Granted	4,235	14.75
Vested	(5,795)	15.46
Forfeited	(5,644)	15.39
Unvested as of March 31, 2018	363,326	\$ 15.23

#### **Employee Stock Purchase Plan**

Clearfield, Inc.'s ESPP allows participating employees to purchase shares of the Company's common stock at a discount through payroll deductions. The ESPP is available to all employees subject to certain eligibility requirements. Terms of the ESPP provide that participating employees may purchase the Company's common stock on a voluntary after-tax basis. Employees may purchase the Company's common stock at a price that is no less than the lower of 85% of the fair market value of one share of common stock at the beginning or end of each stock purchase period or phase. The ESPP is carried out in six month phases, with phases beginning on January 1 and July 1 of each calendar year. For the phases that ended on December 31, 2017 and December 31, 2016, employees purchased 14,242 and 11,144 shares at a price of \$10.41 and \$15.21 per share, respectively. After the employee purchase on December 31, 2017, 103,013 shares of common stock were available for future purchase under the ESPP.

Note 5 - Accounts Receivable and	6 Months Ended
Net Sales	Mar. 31, 2018
Notes to Financial Statements	
Financing Receivables [Text Block]	Note 5. Accounts Receivable and Net Sales
	Credit is extended based on the evaluation of a customer's financial condition and collateral is generally not required. Accounts that are outstanding longer than the contractual payment terms are considered past due. The Company writes off accounts receivable when they become uncollectible; payments subsequently received on such receivables are credited to the allowance for doubtful accounts. As of both March 31, 2018 and September 30, 2017, the balance in the allowance for doubtful accounts was \$79,085.  See Note 7 "Major Customer Concentration" for further information regarding accounts receivable and net sales

Note C. Importantes Not	6 Months Ended							
Note 6 - Inventories, Net	Mar. 31, 2018							
Notes to Financial Statements								
Inventory Disclosure [Text Block]	Note 6. Inventories, net							
	Inventories consist of the following as of:							
			March 31, 2018	Sept	ember 30, 2017			
	Raw materials	\$	5,399,534	\$	5,991,863			
	Work-in-progress		805,616		724,248			
	Finished goods		4,673,999		1,737,456			
	Inventories, net	\$	10,879,149	\$	8,453,567			
	During the six months ended March 31, 2018, the Company adopted A 11, Inventory (Topic 330) Related to Simplifying the Measurement of Inventory whis is measured using last-in, first-out or the retail inventory method. This adoption has applied prospectively. Therefore, prior periods were not retrospectively adjusted.	ch a	pplies to all invento	y exce	pt inventory that			

Note 7 - Major Customer		6 Months Ended								
Concentration		Mar. 31, 2018								
Notes to Financial Statements										
Concentration Risk Disclosure [Text Block]	Note 7. Major Customer Concentration									
	The following table summarizes custor 31, 2018 and March 31, 2017:	1 0								
		Three Months End	ed March 31,	Six Months Ended	March 31,					
		2018	2017	2018	2017					
	Customer A	25%	18%	24%	23%					
	Customer B	16%	15%	14%	15%					

Note 8 - Goodwill and Patents	6 Months Ended					
Note 6 - Goodwill and Faterits	Mar. 31, 2018					
Notes to Financial Statements						
Goodwill and Intangible Assets Disclosure [Text Block]	Note 8. Goodwill and Patents					
	The Company analyzes its goodwill for impairment annually or at an interim period when events occur or changes circumstances indicate potential impairment. The result of the analysis performed in the fourth quarter ended September 30, 2017 d not indicate an impairment of goodwill. During the six months ended March 31, 2018, there were no triggering events that indica potential impairment exists.					
	The Company capitalizes legal costs incurred to obtain patents. Once accepted by either the U.S. Patent Office or the equivalent office of a foreign country, these legal costs are amortized using the straight-line method over the remaining estimated lives, not exceeding 20 years. As of March 31, 2018, the Company has 12 patents granted and multiple pending applications both inside and outside the United States.					

Note O. Income Toyon	6 Months Ended
Note 9 - Income Taxes	Mar. 31, 2018
Notes to Financial Statements	
Income Tax Disclosure [Text Block]	Note 9. Income Taxes
	Fresh, the second in months and all March 21 2010, the Comment would be benefit for incommentation of \$101,000 and

For the three and six months ended March 31, 2018, the Company recorded a benefit for income taxes of \$101,000 and

\$304,000, respectively, reflecting an effective tax rate of 24.9% and negative 91.1%, respectively. The Tax Cut and Jobs Act of 2017 (the "Tax Reform Act") was enacted on December 22, 2017. The Tax Reform Act reduced certain federal corporate income tax rates effective January 1, 2018 and changed certain other provisions. The effective tax rate for the six months ended March 31, 2018 is a blended rate reflecting the anticipated benefit of three quarters of federal tax rate reductions for fiscal 2018. Our six months tax benefit reflects a lower tax rate and a one-time benefit of \$384,000 related to the favorable impact of a revaluation of our net deferred tax liability that decreased the income tax provision for the six months ended March 31, 2018 and reduced long-term deferred tax liabilities during the six months ended March 31, 2018. The final impact of the Tax Reform Act may differ due to and among other things, changes in interpretations, assumptions made by the Company, the issuance of additional guidance, and actions the Company may take as a result of the Tax Reform Act. Additionally, differences between the effective tax rate and the statutory tax rate are related to nondeductible meals and entertainment, expenses related to equity award compensation, favorable domestic manufacturing deduction and research and development credits.

For the three and six months ended March 31, 2017, the Company recorded a provision for income taxes of \$433,000 and \$800,000, respectively, reflecting an effective tax rate of 32.3% and 31.0%, respectively. The primary difference between the effective tax rate and the statutory tax rate is related to nondeductible meals and entertainment, favorable domestic manufacturing deduction and research and development credits, expenses related to equity award compensation and favorable discrete items for the three and six months ended March 31, 2017 from tax benefits related to stock-based compensation awards.

As of March 31, 2018 and September 30, 2017, the Company had a remaining valuation allowance of approximately \$191,000 and \$159,000, respectively, related to state net operating loss carry forwards the Company does not expect to utilize. As a result of recording the impact of the Tax Reform Act on its deferred assets and liabilities, the Company recorded an increase in its valuation allowance against state net operating losses carried forward of approximately \$32,000 in the six months ended March 31, 2018. Based on the Company's analysis and review of long-term forecasts and all available evidence, the Company determined that there should be no further change in the valuation allowance for the quarter ended March 31, 2018.

Deferred taxes recognize the impact of temporary differences between the amounts of the assets and liabilities recorded for financial statement purposes and these amounts measured in accordance with tax laws. The Company's realization of deferred tax temporary differences is contingent upon future taxable earnings. The Company reviewed its deferred tax assets for expected utilization using a "more likely than not" criteria by assessing the available positive and negative factors surrounding its recoverability.

As of March 31, 2018, we do not have any unrecognized tax benefits. It is the Company's practice to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. The Company does not expect any material changes in its unrecognized tax positions over the next 12 months.

We are currently under examination by the U.S. Internal Revenue Service for fiscal year 2016. We are not under examination by any other taxing jurisdiction. In the event of any future tax assessments, we have elected to record the income taxes and any related interest and penalties as income tax expense on our Statements of Operations.

6 Months Ended Mar. 31, 2018

Note 10 - Acquisitions							
Notes to Financial Statements							
Business Combination Disclosure [Text							
Block1							

## Note 10. Acquisition

On February 20, 2018, the Company completed the acquisition of a portfolio of Telcordia certified outdoor powered cabinet products from Calix, Inc. ("Calix") upon the terms and conditions contained in an Asset Purchase Agreement entered into on February 20, 2018.

The introduction of the Clearfield powered cabinet line provides customers a single point of contact for cabinet solutions—both passive and powered. The acquisition enables Clearfield to expand its Fiber-to-Anywhere expertise to include powered electronic cabinet platforms while leveraging its supply chain. The acquisition also enables Clearfield to capitalize on and expand its reach to a broader customer base, including service providers in the Tier 1 and Tier 2 markets.

Acquisition date fair value of the consideration transferred totaled \$10,350,000 which was comprised of a cash payment of \$10,350,000 from the Company's cash operating account.

We assumed no liabilities in the acquisition. As part of the acquisition, we also agreed to purchase a minimum of \$3,500,000 in inventory and purchase orders from subcontractors. We expect to fulfill this commitment during the normal course of business. The allocation of purchase consideration to assets acquired is not yet finalized as we continue to evaluate the fair value of certain assets acquired. The following table summarizes the preliminary estimated fair values of the assets acquired at the acquisition date:

	Febr	ruary 20, 2018
Inventories	\$	2,781,000
Property, plant and equipment		58,000
Trademarks		563,000
Customer relationships		3,742,000
Product certification		1,068,000
Goodwill		2,138,000
Total Assets	\$	10,350,000

Pending finalization of the fair value of the intangible assets in the third quarter of 2018, the powered cabinet acquisition has preliminarily resulted in \$2,138,000 of goodwill, which is expected to be deductible for tax purposes. Specifically, the goodwill recorded as part of the acquisition of the Calix powered cabinets includes the expected synergies and other benefits that we believe will result from combining the operations of powered cabinet lines with the operations of Clearfield, Inc.

The Company has incurred approximately \$76,000 in legal, professional, and other costs related to this acquisition accounted for as selling and administrative expenses when incurred. The weighted-average useful life of intangible assets acquired is 12.9 years.

As the powered cabinet business was not operated as a separate subsidiary, division or entity, Calix did not maintain separate financial statements for the powered cabinet business. As a result, we are unable to accurately determine earnings/loss for the powered cabinet business on a standalone basis since the date of acquisition. Revenue attributable to the powered cabinet products included in reported Clearfield revenue for the three-month period ended March 31, 2018 was immaterial to the financial statements.

The following table below reflects our unaudited pro forma combined results of operations as if the acquisition had taken place as of October 1, 2016 and shows the net sales and net income (loss) as if the powered cabinet business were combined with the Clearfield business for the three-month and six month periods ended March 31, 2017 and March 31, 2018. The pro forma includes estimated expenses relating to the amortization of intangibles purchased, the amortization of the inventory fair value adjustment, and estimated personnel costs:

Pro Forma Six Months Ended

Pro Forma Pro Forma Pro Forma
Three Months Ended Six Months Ended Three Months Ended

	arch 31, 2017 unaudited)	N	March 31, 2017 (unaudited)	March 31, 2018 (unaudited)	N	March 31, 2018 (unaudited)
Net sales	\$ 20,974,827	\$	44,720,355	\$ 17,823,216	\$	37,005,214
Income (loss) from operations	\$ 1,937,346	\$	4,184,133	\$ (341,314)	\$	602,596
Net income (loss)	\$ 1,352,108	\$	2,973,195	\$ (166,775)	\$	1,157,992
Net income (loss) per share:						
Basic	\$ 0.10	\$	0.22	\$ (0.01)	\$	0.09
Diluted	\$ 0.10	\$	0.22	\$ (0.01)	\$	0.09
		_				

The pro forma unaudited results do not purport to be indicative of the results which would have been obtained had the acquisition been completed as of the beginning of the earliest period presented or of results that may be obtained in the future. In addition, they do not include any benefits that may result from the acquisition due to synergies that may be derived from the elimination of any duplicative costs.

6 Months Ended

П	Note 11 - Accounting	o Montais Ended
	Pronouncements	Mar. 31, 2018
	Notes to Financial Statements	
	New Accounting Pronouncements and Changes in Accounting Principles [Text	Note 11. Accounting Pronouncements
	Block]	Recent Accounting Pronouncements
		In May 2014, the Financial Accounting Standards Board (the "FASB") issued guidance creating Accounting Standards Codification ("ASC") Section 606, Revenue from Contracts with Customers. The new section will replace Section 605, "Revenue Recognition" and creates modifications to various other revenue accounting standards for specialized transactions and industries. The section is intended to conform revenue accounting principles with a concurrently issued International Financial Reporting Standards with previously differing treatment between United States practice and those of much of the rest of the world, as well as to enhance disclosures related to disaggregated revenue information. The updated guidance is effective for annual reporting periods beginning after December 15, 2017, and interim periods within that reporting period. Early application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is planning to complete an assessment of its revenue streams during the second and third quarters of fiscal 2018 to determine the impact that this standard will have on its business practices, financial condition, results of operations and disclosures. The updated

a transition method during the third quarter of fiscal 2018.

In February 2016, the FASB issued ASU 2016-02, *Leases*, which requires lessees to present right-of-use assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. The guidance is to be applied using a modified retrospective approach at the beginning of the earliest comparative period in the financial statements and is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the impact the adoption of this ASU will have on our financial statements.

guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). The updated guidance requires expanded disclosures relating to the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Additionally, qualitative and quantitative disclosures are required for customer contracts, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. The Company anticipates there will be expanded financial statement disclosures in order to comply with the updated guidance. The Company has not yet decided on the transition method upon adoption, but plans to select

In January 2017, the FASB issued ASU 2017-04 which offers amended guidance to simplify the accounting for goodwill impairment by removing Step 2 of the goodwill impairment test. A goodwill impairment will now be measured as the amount by which a reporting unit's carrying value exceeds its fair value, limited to the amount of goodwill allocated to that reporting unit. This guidance is to be applied on a prospective basis effective for the Company's interim and annual periods beginning after January 1, 2020, with early adoption permitted for any impairment tests performed after January 1, 2017. The Company does not believe the adoption of this ASU will have a material impact on our financial statements.

6 Months Ended											
Mar. 31, 2018											
	T	hree Months E	nded	March 31,		Six Months Er	nded	March 31,			
		2018		2017		2018		2017			
Net (loss) income	\$	(305,376)	\$	907,521	\$	637,782	\$	1,784,451			
Weighted average common shares		13,450,482		13,589,109		13,447,178		13,578,178			
Dilutive potential common shares		-		214,588		47,255		218,948			
Weighted average dilutive common shares											
outstanding		13,450,482		13,803,697		13,494,433		13,797,126			
Net (loss) income per common share:											
Basic	\$	(0.02)	\$	0.07	\$	0.05	\$	0.13			
Diluted	\$	(0.02)	\$	0.07	\$	0.05	\$	0.13			
	Weighted average common shares Dilutive potential common shares Weighted average dilutive common shares outstanding Net (loss) income per common share: Basic	Net (loss) income  Weighted average common shares Dilutive potential common shares Weighted average dilutive common shares outstanding Net (loss) income per common share: Basic  \$	Three Months E   2018	Three Months Ended   2018	Three Months Ended March 31,	Three Months Ended March 31,   2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2017     2018   2	Three Months Ended March 31,   Six Months E	Three Months Ended March 31,   Six Months Ended   2018   2017   2018   2018   2017   2018   2018   2017   2018   2018   2017   2018   2018   2017   2018   2018   2017   2018   2018   2018   2017   2018			

Note 3 - Cash, Cash Equivalents and	6 Months End	led							
Investments (Tables)	Mar. 31, 201	Mar. 31, 2018							
Notes Tables									
Investments Classified by Contractual			March 31, 2018	September 30, 2017					
Maturity Date [Table Text Block]	Less than one year	\$	6,285,225	\$ 5,937,150					
	1-5 years		20,180,000	19,816,000					
	Total	\$	26,465,225	\$ 25,753,150					

Note 4 - Stock-based Compensation		6 Months Ended			
(Tables)		Mar. 31, 2018			
Notes Tables					
Share-based Compensation, Stock				Weighted a	verage
Options, Activity [Table Text Block]			Number of options	exercise p	price
	Outstanding as of September 30, 2017	_	38,950	\$	2.79
	Granted		=		-
	Exercised		(6,100)		3.89
	Cancelled or Forfeited		-		-
	Outstanding as of March 31, 2018		32,850	\$	2.58
Schedule of Share-based Compensation,				Weighted a	verage
Schedule of Share-based Compensation,	Cancelled or Forfeited	-	<u>-</u>	\$ Weighted a	ive:

Restricted Stock and Restricted Stock		Number of shares	grant date fair	value
Units Activity [Table Text Block]	Unvested shares as of September 30, 2017	370,530	\$	15.24
	Granted	4,235		14.75
	Vested	(5,795)		15.46
	Forfeited	(5,644)		15.39
	Unvested as of March 31, 2018	363,326	\$	15.23

Note 6 - Inventories, Net (Tables)		6 Months Ended		
Note 6 - Inventories, Net (Tables)		Mar. 31, 2018		
Notes Tables				
Schedule of Inventory, Current [Table Text			March 31, 2018	September 30, 2017
Block]	Raw materials	5	5,399,534	\$ 5,991,863
	Work-in-progress		805,616	724,248
	Finished goods		4,673,999	1,737,456
	Inventories, net		10,879,149	\$ 8,453,567

Note 7 - Major Customer		6 Months Ended			
Concentration (Tables)	Mar. 31, 2018				
Notes Tables					
Schedules of Concentration of Risk, by		Three Months End	led March 31,	Six Months End	ed March 31,
Risk Factor [Table Text Block]		2018	2017	2018	2017
	Customer A	25%	18%	24%	23%
	Customer B	16%	15%	14%	15%

Note 10 - Acquisitions (Tables)			6 Months En	nded	i				
Note 10 - Acquisitions (Tables)			Mar. 31, 20	18					
Notes Tables									
Schedule of Recognized Identified							I	ebr	uary 20, 2018
Assets Acquired and Liabilities Assumed [Table Text Block]	Inventories						\$		2,781,000
[Table Text Block]	Property, plant and equipment								58,000
	Trademarks								563,000
	Customer relationships								3,742,000
	Product certification								1,068,000
	Goodwill								2,138,000
	Total Assets						\$		10,350,000
Business Acquisition, Pro Forma									Pro Forma
Information [Table Text Block]			Pro Forma		Pro Forma		Pro Forma		Six
		T	hree Months Ended	Siz	x Months Ended	Thi	ee Months Ended	N	Ionths Ended
			March 31, 2017	N	March 31, 2017		March 31, 2018	N	farch 31, 2018
			(unaudited)		(unaudited)		(unaudited)		(unaudited)
	Net sales	\$	20,974,827	\$	44,720,355	\$	17,823,216	\$	37,005,214
	Income (loss) from operations	\$	1,937,346	\$	4,184,133	2	(341,314)	2	602,596
	income (1033) from operations	Ψ	1,757,540	Ψ	4,104,133	Ψ	(541,514)	Ψ	002,370
	Net income (loss)	\$	1,352,108	\$	2,973,195	\$	(166,775)	\$	1,157,992
	Net income (loss) per share:								
	Basic	\$	0.10	\$	0.22	\$	(0.01)	\$	0.09
	Diluted	\$	0.10	\$	0.22	\$	(0.01)	\$	0.09

Note 2 - Net Income (Loss) Per	3 Month	s Ended	6 Months Ended		
Share - Net Income Per Common Share (Details) - USD (\$)	Mar. 31, 2018	Mar. 31, 2017	Mar. 31, 2018	Mar. 31, 2017	
Net income	\$ (305,376)	\$ 907,521	\$ 637,782	\$ 1,784,451	
Weighted average common shares (in shares)	13,450,482	13,589,109	13,447,178	13,578,178	
Dilutive potential common shares (in shares)		214,588	47,255	218,948	
Weighted average dilutive common shares outstanding (in shares)	13,450,482	13,803,697	13,494,433	13,797,126	
Net (loss) income per common share:					
Basic (in dollars per share)	\$ (0.02)	\$ 0.07	\$ 0.05	\$ 0.13	
Diluted (in dollars per share)	\$ (0.02)	\$ 0.07	\$ 0.05	\$ 0.13	

ı,		
	Note 3 - Cash, Cash Equivalents and	6 Months Ended
	Investments (Details Textual)	Mar. 31, 2018
	Maximum [Member]	
	Held-to-maturity Securities, Investment Term	5 years

Note 3 - Cash, Cash Equivalents and Investments - CD Maturity Dates (Details) - USD (\$)	Mar. 31, 2018	Sep. 30, 2017
Less than one year	\$ 6,285,225	\$ 5,937,150
1-5 years	20,180,000	19,816,000
Total	\$ 26,465,225	\$ 25,753,150

Note 4 - Stock-based Compensation	3 Months Ended				6 Months Ended		
(Details Textual) - USD (\$)	Mar. 31, 2018	Dec. 31, 2017	Mar. 31, 2017	Dec. 31, 2016	Mar. 31, 2018	Mar. 31, 2017	
Allocated Share-based Compensation Expense, Total	\$ 485,794		\$ 590,165		\$ 969,081	\$ 1,183,911	
Employee Service Share-based Compensation, Nonvested Awards, Compensation Cost Not yet Recognized, Total	oyee Service Share-based pensation, Nonvested Awards, 3,999,219				\$ 3,999,219		

Employee Service Share-based Compensation, Nonvested Awards, Compensation Cost Not yet Recognized, Period for Recognition					6 years 219 days	
Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, Gross					0	C
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term					2 years 146 days	
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Intrinsic Value	339,012				\$ 339,012	
Proceeds from Stock Options Exercised					\$ 17,949	\$ 28,459
Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercises in Period					6,100	15,750
Employee Stock Purchase Plan [Member]						
Share-based Compensation Arrangement by Share-based Payment Award, Market Price Percentage, Offering Date					85.00%	
Stock Issued During Period, Shares, Employee Stock Purchase Plans		14,242		11,144		
Share-based Compensation Arrangement by Share-based Payment Award, Purchase Price		\$ 10.41		\$ 15.21		
Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Available for Grant		103,013				
Restricted Stock [Member]						
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period					4,235	
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value					\$ 14.75	
Restricted Stock [Member]   Non Employee Directors [Member]   Stock Compensation Plan 2007 [Member]						
Share-based Compensation Arrangement by Share-based Payment Award, Award Vesting Period					1 year	1 year
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period					4,235	3,799
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value					\$ 14.75	\$ 16.4
Minimum [Member]   Restricted Stock [Member]   Employee and Non-Employee Directors [Member]   Stock Compensation Plan 2007 [Member]						
Share-based Compensation Arrangement by Share-based Payment Award, Award Vesting Period					1 year	
Maximum [Member]   Restricted Stock [Member]   Employee and Non-Employee Directors [Member]   Stock Compensation Plan 2007 [Member]						
Share-based Compensation Arrangement by Share-based Payment Award, Award Vesting Period					10 years	
Selling, General and Administrative Expenses [Member]						
Allocated Share-based Compensation Expense, Total	443,763		535,464		\$ 885,020	\$ 1,074,510
Cost of Sales [Member]  Allocated Share-based Compensation Expense, Total	\$ 42,031		\$ 54,701		\$ 84,061	\$ 109,40°

Note 4 - Stock-based Compensation	6 Months Ended				
- Stock Option Activity (Details) - \$ / shares	Mar. 31, 2018	Mar. 31, 2017			
Options, outstanding (in shares)	38,950				
Weighted-average exercise price, outstanding (in dollars per share)	\$ 2.79				
Exercised (in shares)	(6,100)	(15,750)			
Exercised (in dollars per share)	\$ 3.89				
Cancelled or Forfeited (in shares)					
Cancelled or Forfeited (in dollars per share)					
Options, outstanding (in shares)	32,850				
Weighted-average exercise price, outstanding (in dollars per share)	\$ 2.58				

- Restricted Stock Transactions (Details) - Restricted Stock [Member]	Mar. 31, 2018 \$ / shares shares
Balance, unvested shares (in shares)   shares	370,530
Balance, weighted-average grant date fair value (in dollars per share)   \$ / shares	\$ 15.24
Granted (in shares)   shares	4,235
Granted (in dollars per share)   \$ / shares	\$ 14.75
Vested (in shares)   shares	(5,795)
Vested (in dollars per share)   \$ / shares	\$ 15.46
Forfeited (in shares)   shares	(5,644)
Forfeited (in dollars per share)   \$ / shares	\$ 15.39
Balance, unvested shares (in shares)   shares	363,326
Balance, weighted-average grant date fair value (in dollars per share)   \$ / shares	\$ 15.23

Note 5 - Accounts Receivable and Net Sales (Details Textual) - USD (\$)	Mar. 31, 2018	Sep. 30, 2017
Allowance for Doubtful Accounts Receivable, Current, Ending Balance	\$ 79,085	\$ 79,085

Note 6 - Inventories, Net - Components of Inventory (Details) - USD (\$)	Mar. 31, 2018	Sep. 30, 2017
Raw materials	\$ 5,399,534	\$ 5,991,863
Work-in-progress	805,616	724,248
Finished goods	4,673,999	1,737,456
Inventories, net	\$ 10,879,149	\$ 8,453,567

	6 Months Ended	12 Months Ended
Concentration (Details Textual) - Accounts Receivable [Member] - Customer Concentration Risk [Member]	Mar. 31, 2018	Sep. 30, 2017
Customer B [Member]		
Concentration Risk, Percentage	22.00%	19.00%
Customer A [Member]		
Concentration Risk, Percentage	13.00%	

Note 7 - Major Customer	3 Month	s Ended	6 Months Ended	
Concentration - Customers Comprising 10% or More of Net Sales (Details) - Customer Concentration Risk [Member] - Sales Revenue, Net [Member]	Mar. 31, 2018	Mar. 31, 2017	Mar. 31, 2018	Mar. 31, 2017
Customer A [Member]				
Concentration Risk, Percentage	25.00%	18.00%	24.00%	23.00%
Customer B [Member]				
Concentration Risk, Percentage	16.00%	15.00%	14.00%	15.00%

Note 8 - Goodwill and Patents	3 Months Ended 6 Months Ended			
(Details Textual) \$ in Thousands	Sep. 30, 2017 USD (\$)	Mar. 31, 2018 USD (\$)		
Goodwill, Impairment Loss	\$0	\$0		
Number of Patents Granted		12		
Patents [Member]				
inite-Lived Intangible Asset, Useful Life 20 years				

Note 9 - Income Taxes (Details	3 Months Ended		6 Months Ended		
Textual) - USD (\$)	Mar. 31, 2018	Mar. 31, 2017	Mar. 31, 2018	Mar. 31, 2017	Sep. 30, 2017
Income Tax Expense (Benefit), Total	\$ (101,000)	\$ 433,000	\$ (304,000)	\$ 800,000	
Effective Income Tax Rate Reconciliation, Percent, Total	24.90%	32.30%	(91.10%)	31.00%	
Income Tax Expense (Benefit), Continuing Operations, Adjustment of Deferred Tax (Asset) Liability			\$ (384,000)		
Unrecognized Tax Benefits, Ending Balance	\$ 0		0		
State and Local Jurisdiction [Member]					
Operating Loss Carryforwards, Valuation Allowance, Total	\$ 191,000		191,000		\$ 159,000
State and Local Jurisdiction [Member]   Deferred Tax Assets Related to Operating Loss Carryforwards [Member]					
Valuation Allowance, Deferred Tax Asset, Increase (Decrease), Amount			\$ 32,000		

Note 10 - Acquisitions (Details Textual) - USD (\$)		6 Months Ended		
	Feb. 20, 2018	Mar. 31, 2018	Mar. 31, 2017	
Payments to Acquire Businesses, Gross		\$ 10,350,000		
Calix, Inc. [Member]				
Business Combination, Consideration Transferred, Total	\$ 10,350,000			

Payments to Acquire Businesses, Gross	10,350,000	
Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities, Total	0	
Purchase Obligation, Total	3,500,000	
Goodwill, Acquired During Period	2,138,000	
Business Acquisition, Transaction Costs	\$ 76,000	
Acquired Finite-lived Intangible Assets, Weighted Average Useful Life	12 years 328 days	

Note 10 - Acquisitions - Summary of Estimated Fair Values of Acquired Assets (Details) - USD (\$)	Mar. 31, 2018	Feb. 20, 2018	Sep. 30, 2017
Goodwill	\$ 4,708,511		\$ 2,570,511
Calix, Inc. [Member]			
Inventories		\$ 2,781,000	
Property, plant and equipment		58,000	
Goodwill		2,138,000	
Total Assets		10,350,000	
Calix, Inc. [Member]   Trademarks [Member]			
Finite-lived intangible assets		563,000	
Calix, Inc. [Member]   Customer Relationships [Member]			
Finite-lived intangible assets		3,742,000	
Calix, Inc. [Member]   Certification Marks [Member]			
Finite-lived intangible assets		\$ 1,068,000	

Note 10 - Acquisitions - Pro Forma Information (Details) - Calix, Inc. [Member] - USD (\$)	3 Months	s Ended	6 Months Ended	
	Mar. 31, 2018	Mar. 31, 2017	Mar. 31, 2018	Mar. 31, 2017
Net sales	\$ 17,823,216	\$ 20,974,827	\$ 37,005,214	\$ 44,720,355
Income (loss) from operations	(341,314)	1,937,346	602,596	4,184,133
Net income (loss)	\$ (166,775)	\$ 1,352,108	\$ 1,157,992	\$ 2,973,195
Basic (in dollars per share)	\$ (0.01)	\$ 0.10	\$ 0.09	\$ 0.22
Diluted (in dollars per share)	\$ (0.01)	\$ 0.10	\$ 0.09	