Electromed, Inc.
Form 10-Q
May 15, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2017

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________.

Commission File No.: 001-34839

Electromed, Inc.
(Exact Name of Registrant as Specified in its Charter)

Minnesota	**41-1732920**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
500 Sixth Avenue NW **New Prague, Minnesota**	**56071**
(Address of principal executive offices)	(Zip Code)

(952) 758-9299

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
	Smaller reporting company
Non-accelerated filer (Do not check if smaller reporting company)	
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Sec 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 8,230,167 shares of Electromed, Inc. common stock, par value $0.01, outstanding as of the close of business on May 11, 2017.

Electromed, Inc.
Index to Quarterly Report on Form 10-Q

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

Electromed, Inc.

Condensed Balance Sheets

	March 31, 2017 (Unaudited)	June 30, 2016
Assets		
Current Assets		
Cash	$5,401,943	$5,123,355
Accounts receivable (net of allowances for doubtful accounts of $45,000)	8,933,426	7,611,437
Inventories	2,587,635	2,480,443
Prepaid expenses and other current assets	491,968	419,616
Income tax receivable	–	192,685
Total current assets	17,414,972	15,827,536
Property and equipment, net	3,288,480	3,375,189
Finite-life intangible assets, net	762,853	904,033
Other assets	101,441	127,759
Deferred income taxes	330,000	343,000
Total assets	$21,897,746	$20,577,517
Liabilities and Shareholders' Equity		
Current Liabilities		
Current maturities of long-term debt	$50,203	$46,309
Accounts payable	593,806	589,225
Accrued compensation	917,742	1,489,798
Income taxes payable	17,024	–
Warranty reserve	670,000	660,000
Other accrued liabilities	524,564	287,194
Total current liabilities	2,773,339	3,072,526
Long-term debt, less current maturities and net of debt issuance costs	1,108,921	1,146,395
Total liabilities	3,882,260	4,218,921
Commitments and Contingencies		
Shareholders' Equity		
Common stock, $0.01 par value; authorized: 13,000,000 shares; 8,230,167 and 8,187,112 issued and outstanding at March 31, 2017 and June 30, 2016, respectively	82,302	81,871
Additional paid-in capital	13,923,033	13,549,551

Retained earnings	4,010,151	2,727,174
Total shareholders’ equity	18,015,486	16,358,596
Total liabilities and shareholders’ equity	$21,897,746	$20,577,517

See Notes to Condensed Financial Statements (Unaudited).

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Electromed, Inc.

Condensed Statements of Operations (Unaudited)

	For the Three Months Ended March 31,		For the Nine Months Ended March 31,	
	2017	2016	2017	2016
Net revenues	$6,669,638	$6,035,700	$18,587,243	$17,298,995
Cost of revenues	1,357,093	1,408,716	4,020,615	3,913,984
Gross profit	5,312,545	4,626,984	14,566,628	13,385,011
Operating expenses				
Selling, general and administrative	4,195,156	3,806,885	11,979,261	10,631,539
Research and development	80,613	84,410	532,255	183,043
Total operating expenses	4,275,769	3,891,295	12,511,516	10,814,582
Operating income	1,036,776	735,689	2,055,112	2,570,429
Interest expense, net of interest income of $4,956, $4,978, $11,925 and $8,525 respectively	8,831	13,064	41,135	51,150
Net income before income taxes	1,027,945	722,625	2,013,977	2,519,279
Income tax expense	(380,000)	(256,000)	(731,000)	(644,000)
Net income	$647,945	$466,625	$1,282,977	$1,875,279
Income per share:				
Basic	$0.08	$0.06	$0.16	$0.23
Diluted	$0.08	$0.06	$0.15	$0.23
Weighted-average common shares outstanding:				
Basic	8,167,112	8,133,857	8,167,112	8,133,857
Diluted	8,452,942	8,287,237	8,449,201	8,215,472

See Notes to Condensed Financial Statements (Unaudited).

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

	Nine Months Ended March 31, 2017	2016
Cash Flows From Operating Activities		
Net income	$1,282,977	$1,875,279
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	473,813	458,850
Amortization of finite-life intangible assets	89,813	91,815
Amortization of debt issuance costs	10,871	13,672
Share-based compensation expense	373,913	153,465
Deferred taxes	13,000	(337,000)
Loss on disposal of property and equipment	520	38,667
Loss on disposal of intangible assets	111,498	7,848
Changes in operating assets and liabilities:		
Accounts receivable	(1,321,989)	(791,915)
Inventories	(65,630)	(220,417)
Prepaid expenses and other assets	(49,140)	(22,711)
Income tax receivable	192,685	(180,785)
Income tax payable	17,024	(122,657)
Accounts payable and accrued liabilities	(323,453)	706,236
Net cash provided by operating activities	805,902	1,670,347
Cash Flows From Investing Activities		
Expenditures for property and equipment	(425,838)	(256,806)
Expenditures for finite-life intangible assets	(60,131)	(27,752)
Net cash used in investing activities	(485,969)	(284,558)
Cash Flows From Financing Activities		
Principal payments on long-term debt including capital lease obligations	(36,473)	(36,397)
Payment of deferred financing fees	(4,872)	(13,520)
Net cash used in financing activities	(41,345)	(49,917)
Net increase in cash	278,588	1,335,872
Cash		
Beginning of period	5,123,355	3,598,240
End of period	$5,401,943	$4,934,112

See Notes to Condensed Financial Statements (Unaudited).

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Electromed, Inc.
Notes to Condensed Financial Statements
(Unaudited)

Note 1. Interim Financial Reporting

Basis of presentation: Electromed, Inc. (the "Company") develops, manufactures and markets innovative airway clearance products that apply High Frequency Chest Wall Oscillation ("HFCWO") therapy in pulmonary care for patients of all ages. The Company markets its products in the U.S. to the home health care and institutional markets for use by patients in personal residences, hospitals and clinics. The Company also sells internationally both directly and through distributors. International sales were approximately $487,000 and $591,000 for the nine months ended March 31, 2017 and 2016, respectively. Since its inception, the Company has operated in a single industry segment: developing, manufacturing and marketing medical equipment.

The accompanying unaudited condensed financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial statements and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. In the opinion of management, the accompanying unaudited condensed financial statements reflect all adjustments consisting of normal recurring adjustments necessary for a fair presentation of the Company's financial position and results of operations as required by Regulation S-X. Interim results of operations are not necessarily indicative of the results that may be achieved for the full year. The financial statements and related notes do not include all information and footnotes required by U.S. GAAP for annual reports. This interim report should be read in conjunction with the financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016 ("fiscal 2016").

A summary of the Company's significant accounting policies follows:

Use of estimates: Management uses estimates and assumptions in preparing the condensed financial statements in accordance with U.S. GAAP. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used. The Company believes the critical accounting policies that require the most significant assumptions and judgments in the preparation of its condensed financial statements include revenue recognition and the related estimation of selling price adjustments, allowance for doubtful accounts, inventory obsolescence, share-based compensation, income taxes and the warranty reserve.

Net income per common share: Net income is presented on a per share basis for both basic and diluted common shares. Basic net income per common share is computed using the weighted average number of common shares outstanding during the period, excluding any restricted stock awards which have not vested. The diluted net income per common share calculation includes outstanding restricted stock grants and assumes that all stock options were exercised and converted into common stock at the beginning of the period, unless their effect would be anti-dilutive. Common stock equivalents excluded from the calculation of diluted earnings per share because their impact was anti-dilutive was 196,500 for the three and nine months ended March 31, 2017 and 159,000 and 163,500 for the three and nine months ended March 31, 2016, respectively.

New accounting pronouncements: In May 2014, the Financial Accounting Standards Board ("FASB") issued guidance creating Accounting Standards Codification ("ASC") Section 606, "Revenue from Contracts with Customers." The new section will replace ASC 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 U.S. practice and that of much of the rest of the world, as well as to enhance disclosures related to disaggregated revenue information. Entities will have the option to apply the standard retrospectively to all prior periods presented, or to apply it retrospectively only to contracts existing at the effective date, with the cumulative effect of the standard recorded as an adjustment to beginning retained earnings. In August 2015, the FASB issued Accounting Standards Update ("ASU") 2015-14 which delayed the effective date of the new revenue recognition guidance by one year. The updated guidance will be effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within that year. The Company is evaluating the impact of this standard on its financial statements.

In April 2015, FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs." This standard became effective on July 1, 2016 for the Company and requires that debt issuance costs be presented as a direct deduction from the carrying amount of long-term debt on the balance sheet. The new guidance aligns the presentation of debt issuance costs with debt discounts and premiums. The Company adopted this guidance retrospectively effective as of July 1, 2016. As a result, the Company presented $10,000 of unamortized debt issuance costs that had been included in "Other assets" on its condensed balance sheet as of June 30, 2016 as a direct deduction from the carrying amounts of the related long-term debt liability.

In July 2015, FASB issued ASU 2015-11, "Inventory (Topic 330) Related to Simplifying the Measurement of Inventory," which applies to all inventory except that which is measured using last-in, first-out ("LIFO") or the retail inventory method. Inventory measured using first-in, first-out ("FIFO") or average cost is within the scope of the new guidance and should be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments will be effective for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The new guidance should be applied prospectively, and earlier application is permitted as of the beginning of an interim or annual reporting period. The Company is evaluating the impact of the standard on its financial statements.

In February 2016, FASB issued ASU 2016-02, "Leases." This standard requires the recognition of all lease transactions with terms in excess of 12 months on the balance sheet as a lease liability and a right-of-use asset (as defined in the standard). ASU 2016-02 will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with earlier application permitted. Upon adoption, the lessee will apply the new standard retrospectively to all periods presented or retrospectively using a cumulative effect adjustment in the year of adoption. The Company is currently assessing the effect the standard will have on its financial statements.

In March 2016, FASB issued ASU 2016-09, "Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," which reduces complexity in accounting standards related to share-based payment transactions, including, among others, (1) accounting for income taxes, (2) classification of excess tax benefits on the statement of cash flow, (3) forfeitures, and (4) statutory tax withholding requirements. The ASU will be effective for annual reporting periods beginning on or after December 15, 2016, and interim periods within those annual periods, with earlier application permitted. The Company is evaluating the impact of the standard on its financial statements.

Reclassifications: Certain items in the Company's financial statements for fiscal 2016 have been reclassified to be consistent with the classifications adopted for the Company's fiscal quarter ended March 31, 2017. The fiscal 2016 reclassifications are specific to the adoption of ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs" and had no impact on previously reported net income or equity.

Note 2. Inventories

The components of inventory were approximately as follows:

	March 31, 2017	June 30, 2016
Parts inventory	$1,800,000	$1,615,000
Work in process	175,000	165,000

Finished goods	793,000	850,000
Less: Reserve for obsolescence	(180,000)	(150,000)
Total	$2,588,000	$2,480,000

Note 3. Finite-life Intangible Assets

The carrying value of patents and trademarks includes the original cost of obtaining the patents, periodic renewal fees, and other costs associated with maintaining and defending patent and trademark rights. Patents and trademarks are amortized over their estimated useful lives, generally 15 and 12 years, respectively. During the nine months ended March 31, 2017 and the year ended June 30, 2016, the Company abandoned certain domestic and foreign patents with net values of approximately $111,000 and $18,000, respectively, which were included as an expense in selling, general and administrative expense on the statements of operations. The majority of the pending patents that were abandoned related to the initial development of our SQL SmartVest technology. During a review of the Company's patent portfolio it was determined that certain patents proved redundant to a subsequent SQL patent filing and were therefore abandoned. A smaller portion of expense was related to patents that covered technology that management considered outdated, and was no longer in use. Accumulated amortization was $818,000 and $820,000 at March 31, 2017 and June 30, 2016, respectively.

The activity and balances of finite-life intangible assets were approximately as follows:

	March 31, 2017	June 30, 2016
Balance, beginning	$904,000	$1,000,000
Additions	60,000	45,000
Abandonments	(111,000)	(18,000)
Amortization expense	(90,000)	(123,000)
Balance, ending	$763,000	$904,000

Note 4. Warranty Liability

The Company provides a lifetime warranty on its products to the prescribed patient for sales within the U.S. and a three-year warranty for all institutional sales and sales to individuals outside the U.S. The Company estimates the costs that may be incurred under its warranty and records a liability in the amount of such costs at the time the product is shipped. Factors that affect the Company's warranty liability include the number of units shipped, historical and anticipated rates of warranty claims, the product's useful life and cost per claim. The Company periodically assesses the adequacy of its recorded warranty liability and adjusts the amounts as necessary.

Changes in the Company's warranty liability were approximately as follows:

	Nine Months Ended March 31, 2017	Fiscal Year Ended June 30, 2016
Beginning warranty reserve	$660,000	$660,000
Accrual for products sold	124,000	152,000
Expenditures and costs incurred for warranty claims	(114,000)	(152,000)
Ending warranty reserve	$670,000	$660,000

Note 5. Income Taxes

On a quarterly basis, the Company estimates its effective tax rate for the full fiscal year and records a quarterly income tax provision based on the anticipated rate. As the year progresses, the Company refines its estimate based on the facts and circumstances by each tax jurisdiction. Income tax expense was estimated at approximately $731,000 and the effective tax rate was 36.3% for the nine months ended March 31, 2017. Estimated income tax expense for the nine months ended March 31, 2017 includes a recognized tax benefit of approximately $32,000 as a result of the lapse of the statute of limitations on uncertain tax positions, which reduced the effective tax rate by 1.6% for that period.

Income tax expense was estimated at approximately $644,000 and the effective tax rate was 25.5% for the nine months ended March 31, 2016. Estimated income tax expense during the nine months ended March 31, 2016 includes a current tax expense of $938,000 and a discrete tax benefit of $294,000 due primarily to the Company's release of the full valuation allowance against all of its net U.S. federal and state deferred tax assets.

Note 6. Financing Arrangements

The Company has a credit facility that provides for a revolving line of credit and a term loan. Effective December 18, 2016, the Company renewed its $2,500,000 revolving line of credit. There was no outstanding principal balance on the line of credit as of March 31, 2017 or June 30, 2016. Interest on borrowings under the line of credit, if any, would accrue at the prime rate (4.00% at March 31, 2017) and is payable monthly. The amount eligible for borrowing on the line of credit is limited to the lesser of $2,500,000 or 57.00% of eligible accounts receivable and the line of credit expires on December 18, 2017, if not renewed. At March 31, 2017, the maximum $2,500,000 was eligible for borrowing. The line of credit is secured by a security interest in substantially all of the tangible and intangible assets of the Company.

In connection with the credit facility, the Company also has a term loan, which had an outstanding principal balance of approximately $1,166,000 at March 31, 2017 and $1,200,000 as of June 30, 2016. The term loan was refinanced effective December 18, 2016, reducing the interest rate from 5.00% to 3.88%. The unamortized debt issuance cost associated with this debt was approximately $7,000 and $10,000 as of March 31, 2017 and June 30, 2016, respectively. The term loan bears interest at 3.88%, with monthly payments of principal and interest of approximately $7,900 and a final payment of principal and interest of approximately $1,085,000 due on the maturity date of December 18, 2018. Payment obligations under the term loan are secured by a mortgage on the Company's real property.

The documents governing the line of credit and term loan contain certain financial and nonfinancial covenants that include a minimum tangible net worth covenant of not less than $10,125,000 and restrictions on the Company's ability to incur certain additional indebtedness or pay dividends.

Note 7. Stock-Based Compensation

The Company recorded approximately $374,000 and $153,000 of compensation expense related to current and past grants of stock options and restricted stock for the nine months ended March 31, 2017 and 2016, respectively. This expense is included in selling, general and administrative expense. As of March 31, 2017, approximately $403,000 of total unrecognized compensation expense related to non-vested equity awards is expected to be recognized over a weighted average period of approximately 0.8 years.

The Company recognizes compensation expense related to share-based payment transactions in the financial statements based on the estimated fair value of the award issued. The fair value of each option is estimated using the Black-Scholes pricing model at the time of award grant. The Company estimates the expected life of options based on the expected holding period by the option holder. The risk-free interest rate is based upon observed U.S. Treasury interest rates for the expected term of the options. The Company makes assumptions with respect to expected stock price volatility based upon the volatility of its stock price. Forfeitures are estimated at the time of grant and revised in subsequent periods if actual forfeitures differ from initial estimates. Forfeitures are estimated based on the percentage of awards expected to vest, taking into consideration the seniority level of the award recipient.

The following assumptions were used to estimate the fair value of options granted:

	Nine Months Ended March 31, 2017	**Fiscal Year Ended June 30, 2016**
Risk-free interest rate	1.14% - 1.27%	1.40% - 1.92%
Expected term (years)	6	6
Expected volatility	100.5% - 105.8%	89.3% - 93.1%

Stock Options

The Company issued 176,500 stock options pursuant to its 2014 Stock Compensation Plan during the nine months ended March 31, 2017. Stock option transactions during the nine months ended March 31, 2017 are summarized as follows:

	Number of Shares	Weighted Average Exercise Price per Share
Outstanding at June 30, 2016	599,800	$2.62
Granted	176,500	$3.91
Exercised	–	–
Cancelled or Forfeited	(4,500)	3.82
Outstanding at March 31, 2017	771,800	$2.91

The intrinsic value of an option is the amount by which the fair value of the underlying stock exceeds its exercise price. At March 31, 2017, the weighted average remaining contractual term for all outstanding stock options was 5.66 years and their aggregate intrinsic value was approximately $1,559,000. Outstanding at March 31, 2017 were 771,800 stock options issued to employees, of which approximately 474,000 were exercisable and had an aggregate intrinsic value of approximately $1,006,000.

Restricted Stock

The Company's 2014 Stock Compensation Plan permits the grant of other stock-based awards. Historically, the Company makes restricted stock grants to key employees and non-employee directors that vest over six months to three years.

During the nine months ended March 31, 2017, the Company issued restricted stock awards to employees totaling 30,000 shares of common stock, with a vesting term of one to three years and a fair value of $3.82 per share and to directors totaling 13,055 shares of common stock, with a vesting term of six months and a fair value of $3.83 per share. The restricted stock's fair value per share represents the closing price of its common stock on the date of the grant. Restricted stock transactions during the nine months ended March 31, 2017 are summarized as follows:

	Number of Shares	Weighted Average **Grant Date Fair Value per Share**
Unvested shares at June 30, 2016	19,999	$1.80
Granted	43,055	$3.82
Vested	–	–
Forfeited	–	–
Unvested at March 31, 2017	63,054	$3.18

Note 8. Commitments and Contingencies

The Company is occasionally involved in claims and disputes arising in the ordinary course of business. The Company insures its business risks where possible to mitigate the financial impact of individual claims, and establishes reserves for an estimate of any probable cost of settlement or other disposition.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed financial statements and related notes thereto included in Item 1 of Part I of this Quarterly Report on Form 10-Q and the audited financial statements, related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended June 30, 2016, or "fiscal 2016."

Overview

Electromed, Inc. ("we," "our," "us," or the "Company") develops and provides innovative airway clearance products applying High Frequency Chest Wall Oscillation ("HFCWO") technologies in pulmonary care for patients of all ages.

We manufacture, market and sell products that provide HFCWO, including the SmartVest® Airway Clearance System ("SmartVest System") that includes our newest generation SmartVest SQL® and previous generation SV2100, and related products, to patients with compromised pulmonary function. The SmartVest SQL is smaller, quieter and lighter than our previous product, with enhanced programmability and ease of use. Our products are sold in both the home health care market and the institutional market for use by patients in hospitals, which we refer to as "institutional sales." The SmartVest SQL has been sold in the domestic home care market since the quarter ended March 31, 2014. In the fourth quarter of fiscal 2015, we launched the SmartVest SQL into the institutional and certain international markets. Since 2000, we have marketed the SmartVest System and its predecessor products to patients suffering from cystic fibrosis, bronchiectasis and repeated episodes of pneumonia. Additionally, we offer our products to a patient population that includes neuromuscular disorders such as cerebral palsy, muscular dystrophies, amyotrophic lateral sclerosis ("ALS"), the combination of emphysema and chronic bronchitis commonly known as chronic obstructive pulmonary disease ("COPD"), and patients with post-surgical complications or who are ventilator dependent or have other conditions involving excess secretion and impaired mucus transport.

The SmartVest System is often eligible for reimbursement from major private insurance providers, health maintenance organizations, or "HMOs", state Medicaid systems, and the federal Medicare system, which is an important consideration for patients considering an HFCWO course of therapy. For domestic sales, the SmartVest System may be reimbursed under the Medicare-assigned billing code for HFCWO devices if the patient has cystic fibrosis, bronchiectasis (including chronic bronchitis or COPD that has resulted in a diagnosis of bronchiectasis), or any one of certain enumerated neuro-muscular diseases, and can demonstrate that another less expensive physical or mechanical treatment did not adequately mobilize retained secretions. Private payers consider a variety of sources, including Medicare, as guidelines in setting their coverage policies and payment amounts.

Critical Accounting Policies and Estimates

For a description of our critical accounting policies, estimates and assumptions used in the preparation of our financial statements, including the condensed financial statements in this report, see Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and Note 1 to our audited financial statements, included in Part II, Item 8, of our Annual Report on Form 10-K for fiscal 2016.

Some of our accounting policies require us to exercise significant judgment in selecting the appropriate assumptions for calculating financial statements. Such judgments are subject to an inherent degree of uncertainty. These judgments are based upon our historical experience, known trends in our industry, terms of existing contracts and other information from outside sources, as appropriate. We believe the critical accounting policies that require the most significant assumptions and judgments in the preparation of our financial statements, including the condensed financial statements in this report, include: revenue recognition and the estimation of selling price adjustments, allowance for doubtful accounts, inventory obsolescence, share-based compensation, income taxes and warranty liability.

Results of Operations

Revenues

Revenue for the three and nine-month periods ended March 31, 2017 and 2016 are summarized in the table below (dollar amounts in thousands).

	Three Months Ended March 31,		Increase (Decrease)		Nine Months Ended March 31,		Increase (Decrease)	
	2017	2016			2017	2016		
Total Revenue	$6,670	$6,036	$634	10.5 %	$18,587	$17,299	$1,288	7.4 %
Home Care Revenue	6,078	5,356	722	13.5 %	16,712	15,343	1,369	8.9 %
Institutional Revenue	437	440	(3)	(0.7 %)	1,388	1,365	23	1.7 %
International Revenue	155	240	(85)	(35.4%)	487	591	(104)	(17.6%)

Home Care Revenue. Home care revenue for the three months ended March 31, 2017 was approximately $6,078,000, an increase of approximately $722,000, or 13.5%, compared to the same period in fiscal 2016. Homecare revenue increased during the three months ended March 31, 2017, primarily due to an increase in approvals and referrals, driven by a higher number of field sales employees.

For the nine months ended March 31, 2017, home care revenue was approximately $16,712,000, an increase of approximately $1,369,000, or 8.9%, compared to the same period in fiscal 2016. During the nine months ended March 31, 2017, home care revenue was negatively impacted by the retroactive repayment of previously collected and recognized revenue to a state Medicaid program totaling approximately $212,000. The repayment resulted from the state Medicaid program’s reinterpretation of its reimbursement process and a reduction in its allowable payments. We believe the repayment is a one-time event and is not reflective of other state Medicaid reimbursement processes. Additionally, during the nine months ended March 31, 2016, home care revenue benefited by approximately $250,000 from processing a backlog of referrals from the prior fiscal year in a certain state. The backlog accumulated while we reapplied for a state home medical equipment license until we met a newly imposed requirement to have an approved in-state presence. The license was reinstated in October 2015.

After taking into consideration the negative impact of the retroactive repayment during the nine months ended March 31, 2017, and the favorable impact of the processing of backlogged referrals during the nine months ended March 31, 2016, home care revenue for the nine months ended March 31, 2017 increased primarily due to an increase in approvals and referrals. The increase in referrals was primarily due to growth in the number of field sales employees and a higher referral per field sales employee as compared to the comparable prior year period.

Institutional Revenue. Institutional revenue for the three months ended March 31, 2017 was approximately $437,000, representing a decrease of approximately $3,000, or 0.7%, compared to the same period in fiscal 2016. For the nine months ended March 31, 2017, institutional revenue was $1,388,000, representing an increase of $23,000, or 1.7%, as compared to the same comparable prior year period. The increase in revenue for the nine months ended March 31, 2017 was due to an increase in sales of single patient use garments, partially offset by a decrease in the number of units sold compared to the same period in the prior year. Institutional revenue includes sales to distributors, group purchasing organization ("GPO") members and other institutions.

International Revenue. International revenue for the three months ended March 31, 2017 was approximately $155,000, representing a decrease of approximately $85,000, or 35.4%, compared to the same period in fiscal 2016. For the nine months ended March 31, 2017, international revenue was approximately $487,000, a decrease of approximately $104,000, or 17.6%, from the same period in fiscal 2016. International sales are affected by the timing of distributor purchases that can cause significant fluctuations in reported revenue on a quarterly basis.

Gross profit

Gross profit increased to approximately $5,313,000, or 79.7% of net revenues, for the three months ended March 31, 2017, from approximately $4,627,000, or 76.7% of net revenues, in the same period in fiscal 2016. The increase in gross profit was primarily related to increases in domestic home care revenues and a decrease in our manufacturing costs of the SmartVest SQL as compared to the prior year.

Gross profit increased to approximately $14,567,000, or 78.4% of net revenues, for the nine months ended March 31, 2017, from approximately $13,385,000, or 77.4% of net revenues, in the same period in fiscal 2016. The increase in gross profit dollars resulted from increases in domestic home care revenues and a decrease in our manufacturing costs of the SmartVest SQL as compared to the prior fiscal year. The increases in gross profit were partially offset by a charge recognized during the nine months ended March 31, 2017 related to the retroactive repayment of previously collected and recognized revenue to a state Medicaid program totaling approximately $212,000.

Operating expenses

Selling, general and administrative expenses. Selling, general and administrative (“SG&A”) expenses were approximately $4,195,000 and $11,979,000 for the three and nine months ended March 31, 2017, respectively, representing an increase of approximately $388,000 and $1,348,000, or 10.2% and 12.7%, respectively, compared to the same periods in the prior year.

Payroll and compensation-related expenses were approximately $2,508,000 and $6,895,000 for the three and nine months ended March 31, 2017, respectively, representing an increase of approximately $327,000 and $857,000, or 15.0% and 14.2%, respectively, compared to the same periods in the prior year. The increases in the current year periods were due to additional employees in sales and administration, additional sales incentives on higher revenue, higher share-based equity compensation expense, annual salary increases and the replacement of certain employees at increased salaries in our sales department, which were partially offset by lower management bonus accruals.

Professional fees for the three and nine months ended March 31, 2017 were approximately $364,000 and $1,036,000, respectively, a decrease of approximately $10,000, or 2.5%, during the three months ended March 31, 2017 and an increase of $110,000 during the nine months ended March 31, 2017, or 11.9%, as compared to the comparable periods in the prior year. These fees are primarily for services related to shareowner services and reporting requirements, legal costs, information technology (“IT”) security and backup, and consulting fees for sales training. The increase in professional fees was primarily due to increases in investor relations, reimbursement consulting, and human resources consulting, which were partially offset by a decrease in IT costs.

Recruiting fees for the three months ended March 31, 2017 were approximately $42,000, representing a decrease of approximately $55,000, or 56.5%, as compared to the same period in the prior year. For the nine months ended March 31, 2017, recruiting fees were approximately $200,000, representing an increase of $17,000, or 9.3%, as compared to the comparable prior year period. The increase in recruiting fees was due primarily to adding more employees in sales and administrative roles as compared to the prior year.

Travel, meals and entertainment expenses were approximately $463,000 and $1,318,000 for the three and nine months ended March 31, 2017, respectively, representing an increase of approximately $70,000 and $210,000, or 17.9% and 18.9%, respectively, compared to the same periods in the prior year. The increase was due primarily to additional sales personnel.

SG&A expenses included a loss on the abandonment of certain domestic and foreign patents with net values of approximately $111,000 during the nine months ended March 31, 2017 as compared to $8,000 recognized during the nine months ended March 31, 2016.

In addition, SG&A expenses did not include medical device excise tax for the three and nine months ended March 31, 2017, representing no change from the three months ended March 31, 2016, and a decrease of approximately $132,000 compared to the same nine-month period in the prior year. Beginning with the third quarter of fiscal 2016, we realized a positive impact to operating profit with the Federal Consolidated Appropriations Act, 2016, which included a two-year moratorium on the U.S. Federal medical device excise tax effective as of January 1, 2016.

Research and development expenses. Research and development ("R&D") expenses were approximately $81,000 and $532,000 for the three and nine months ended March 31, 2017, respectively, representing a decrease of approximately $4,000 during the three months ended March 31, 2017 and an increase of $349,000 during the nine months ended March 31, 2017 as compared to the same periods in the prior year. R&D expenses for the three and nine months ended March 31, 2017 were 1.2% and 2.9% of revenue, respectively, compared to 1.4% and 1.1% of revenue during the three and nine months ended March 31, 2016, respectively. During fiscal 2016, we began developing a new wireless connectivity feature for our HFCWO device that will allow data connection between physicians and patients. We believe this innovation will strengthen our patient and clinician partnerships, leading to greater therapy adherence and improved quality of life for individuals with compromised pulmonary function. We expect to launch the new feature by the end of fiscal 2017. We believe that R&D expense over the next few quarters will decrease as we have concluded the majority of work on our wireless data connectivity project, pending the initiation of new R&D projects. During the nine months ended March 31, 2017, we capitalized approximately $198,000 related to software development in conjunction with this project.

Interest expense

Interest expense, net, was approximately $9,000 and $41,000 for the three and nine months ended March 31, 2017, respectively, compared to $13,000 and $51,000. The decrease in interest expense during the nine months ended March 31, 2017 as compared to the prior year was driven by a lower effective interest rate on outstanding borrowings, a lower level of debt as compared to the prior year, and an increase in interest income.

Income tax expense

Income tax expense was estimated at approximately $380,000 and $731,000 and the effective tax rates were 37.0% and 36.3%, respectively, for the three and nine months ended March 31, 2017. Estimated income tax expense for the three and nine months ended March 31, 2017 includes recognized tax benefits of approximately $10,000 and $32,000, respectively, as a result of the lapse of the statute of limitations on uncertain tax positions, which reduced the effective tax rate by 1.0% and 1.6% for those respective periods.

Income tax expense was estimated at approximately $256,000 and $644,000 and the effective tax rates were 35.4% and 25.5%, respectively, for the three and nine months ended March 31, 2016. Income tax expense during the nine months ended March 31, 2016 includes a current tax expense of $938,000 and a discrete tax benefit of $294,000 due primarily to the Company's release of the full valuation allowance against all of its net U.S. federal and state deferred tax assets. The discrete tax benefit reduced the effective tax rate by 23.9% during the nine months ended March 31, 2016.

Net income

Net income for the three and nine months ended March 31, 2017 was approximately $648,000 and $1,283,000, respectively, compared to net income of approximately $467,000 and $1,875,000 for the same periods in the prior year. The increase in net income for the three months ended March 31, 2017, was primarily due to increased gross profit, which was partially offset by higher payroll and compensation expenses in sales and administrative positions. The year-over-year decrease in net income was driven primarily by increased payroll and compensation expenses in sales and administrative positions, increased research and development costs, and increased travel, meals and entertainment driven by additional sales personnel, which were partially offset by an increase in gross profit driven by higher revenue. Additionally, the prior year benefited by a discrete tax benefit of $294,000 during the nine months ended March 31, 2016.

Liquidity and Capital Resources

Cash Flows and Sources of Liquidity

Cash Flows from Operating Activities

For the nine months ended March 31, 2017, net cash provided by operating activities was approximately $806,000. Cash flows provided by operating activities consisted of approximately $1,283,000 of net income, non-cash expenses of $1,073,000, a decrease in income taxes receivable of $193,000 and an increase in income taxes payable of $17,000. These cash flows from operating activities were offset by an increase in accounts receivable of $1,322,000, a decrease of approximately $323,000 in accounts payable and accrued liabilities and an increase in inventory of $66,000.

For the nine months ended March 31, 2016, net cash provided by operating activities was approximately $1,670,000. Cash flows provided by operating activities consisted of approximately $1,875,000 in net income, net non-cash expenses of approximately $427,000, an increase in accounts payable, income taxes payable and accrued liabilities of approximately $584,000, offset by increases in accounts receivable, inventories, prepaid expenses and other assets and income tax receivable of approximately $792,000, $220,000, $22,000 and $181,000, respectively.

Cash Flows from Investing Activities

For the nine months ended March 31, 2017, cash used in investing activities was approximately $486,000. Cash used in investing activities consisted of approximately $426,000 in expenditures for property and equipment and $60,000 in payments for patent costs. The expenditures for property and equipment consisted primarily of costs associated with the development of software associated with the new wireless connectivity feature for our HFCWO device.

For the nine months ended March 31, 2016, cash used in investing activities was approximately $285,000. Cash used in investing activities consisted of approximately $257,000 in expenditures for property and equipment and $28,000 in payments for patent costs.

Cash Flows from Financing Activities

For the nine months ended March 31, 2017, cash used in financing activities was approximately $41,000, which consisted of principal payments on long-term debt of $36,000, and payments of deferred financing fees of $5,000.

For the nine months ended March 31, 2016, cash used in financing activities was approximately $50,000, which consisted of principal payments on long-term debt of $36,000, and payments of deferred financing fees of $14,000.

Adequacy of Capital Resources

Our primary working capital requirements relate to adding employees to our sales force and support functions, continuing research and development efforts, and supporting general corporate needs, including financing equipment purchases and other capital expenditures incurred in the ordinary course of business. Based on our recent operational performance, we believe our working capital of approximately $14,642,000 as of March 31, 2017 and available borrowings under our existing credit facility will provide adequate liquidity for the next year.

Effective December 18, 2016, we renewed our credit facility, which provides us with a revolving line of credit and a term loan. Interest on borrowings on the line of credit accrues at the prime rate and is payable monthly. The amount eligible for borrowing on the line of credit is limited to the lesser of $2,500,000 or 57.00% of eligible accounts receivable, and the line of credit expires on December 18, 2017, if not renewed. At March 31, 2017, the maximum $2,500,000 was available under the line of credit and the applicable interest rate (the prime rate) was 4.00%. Payment obligations under the line of credit are secured by a security interest in substantially all of our tangible and intangible assets.

In connection with the credit facility, the Company also has a term loan, which had an outstanding principal balance of approximately $1,166,000 at March 31, 2017 and $1,200,000 as of June 30, 2016. The term loan was refinanced effective December 18, 2016, reducing the interest rate from 5.00% to 3.88%. The unamortized debt issuance cost associated with this debt was approximately $7,000 and $10,000 as of March 31, 2017 and June 30, 2016, respectively. The term loan bears interest at 3.88%, with monthly payments of principal and interest of approximately

$7,900 and a final payment of principal and interest of approximately $1,085,000 due on the maturity date of December 18, 2018. Payment obligations under the term loan are secured by a mortgage on the Company's real property.

The documents governing our line of credit and term loan contain certain financial and nonfinancial covenants that include a minimum tangible net worth of not less than $10,125,000 and restrictions on our ability to incur certain additional indebtedness or pay dividends. We were in compliance with these covenants as of March 31, 2017.

Any failure to comply with these covenants in the future may result in an event of default, which if not cured or waived, could result in the lender accelerating the maturity of our indebtedness, preventing access to additional funds under the line of credit and/or term loan, requiring prepayment of outstanding indebtedness under either arrangement, or refusing to renew the line of credit. If the maturity of the indebtedness is accelerated or the line of credit is not renewed, sufficient cash resources to satisfy the debt obligations may not be available and we may not be able to continue operations as planned. The indebtedness under the line of credit and term loan are secured by a security interest in substantially all of our tangible and intangible assets and a mortgage on our real property, respectively. If we are unable to repay such indebtedness, the lender could foreclose on these assets.

For the nine months ended March 31, 2017 and 2016, we spent approximately $425,000 and $257,000, respectively, on property and equipment. We currently expect to finance planned equipment purchases with cash flows from operations or borrowings under our credit facility. We may need to incur additional debt if we have an unforeseen need for additional capital equipment or if our operating performance does not generate adequate cash flows.

Off-Balance Sheet Arrangements

As of March 31, 2017, we had no off-balance sheet arrangements.

Cautionary Note Regarding Forward-Looking Statements

Statements contained in this Quarterly Report on Form 10-Q that are not statements of historical fact should be considered forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements include, but are not limited to, statements regarding the following: our business strategy, including our intended level of investment in research and development and marketing activities; our expectations with respect to earnings, gross margins and sales growth, industry relationships, marketing strategies and international sales; our business strengths and competitive advantages; our plans and expectations with respect to international sales growth; our intent to retain any earnings for use in operations rather than paying dividends; our expectation that our products will continue to qualify for reimbursement and payment under government and private insurance programs; our intellectual property plans and practices; the expected impact of applicable regulations on our business; our beliefs about our manufacturing processes; our expectations and beliefs with respect to our employees and our relationships with them; our belief that our current facilities are adequate to support our growth plans; our expectations with respect to ongoing compliance with the terms of our credit facility; our expectations regarding the ongoing availability of credit and our ability to renew our line of credit; and our anticipated revenues, expenses, capital requirements and liquidity. Words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “goal,” “intend,” “may,” “ongoing,” “plan,” “potential,” “project,” “should,” “target,” “will,” “would,” an expressions, including the negative of these terms, are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Although we believe these forward-looking statements are reasonable, they involve risks and uncertainties that may cause actual results to differ materially from those projected by such statements. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results or our industry’s actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by the forward-looking statements.

Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

the competitive nature of our market;

changes to Medicare, Medicaid, or private insurance reimbursement policies;

changes to health care laws;

changes affecting the medical device industry;

our need to maintain regulatory compliance and to gain future regulatory approvals and clearances;

- new drug or pharmaceutical discoveries;
- general economic and business conditions;
- our ability to renew our line of credit or obtain additional credit as necessary;
- our ability to protect and expand our intellectual property portfolio; and
- the risks associated with expansion into international markets.

This list of factors is not exhaustive, however, and these or other factors, many of which are outside of our control, could have a material adverse effect on us and our results of operations. Therefore, you should consider these risk factors with caution and form your own critical and independent conclusions about the likely effect of these risk factors on our future performance. Forward-looking statements speak only as of the date on which the statements are made, and we undertake no obligation to update any forward-looking statement for any reason, even if new information becomes available or other events occur in the future. You should carefully review the disclosures and the risk factors described in this and other documents we file from time to time with the Securities and Exchange Commission (the “SEC”), including our Annual Report on Form 10-K and subsequent reports we file with the SEC. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth herein.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company, we are not required to provide disclosure pursuant to this Item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act, as of the end of the period subject to this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the date of such evaluation to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms.

Changes to Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

Occasionally, we may be party to legal actions, proceedings, or claims in the ordinary course of business, including claims based on assertions of patent and trademark infringement. Corresponding costs are accrued when it is probable that loss will be incurred and the amount can be precisely or reasonably estimated. We are not aware of any undisclosed actual or threatened litigation that would have a material adverse effect on our financial condition or results of operations.

Item 1A. Risk Factors.

As a smaller reporting company, we are not required to provide disclosure pursuant to this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

The Exhibit Index following the signature page to this report is incorporated herein by reference.

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 thereunto duly authorized.

		ELECTROMED, INC.
Date:	May 15, 2017	/s/ Kathleen S. Skarvan Kathleen S. Skarvan, President and Chief Executive Officer (duly authorized officer)
Date:	May 15, 2017	/s/ Jeremy T. Brock Jeremy T. Brock, Chief Financial Officer (principal financial officer and principal accounting officer)

EXHIBIT INDEX

Electromed, Inc.

Form 10-Q

Unless otherwise indicated, all documents incorporated into this Quarterly Report on Form 10-Q by reference to a document filed with the SEC pursuant to the Exchange Act are located under SEC file number 001-34839.

Exhibit Number	Description	Method of Filing
3.1	Composite Articles of Incorporation, as amended through November 8, 2010 (incorporated by reference to Exhibit 3.1 to Annual Report on Form 10-K for the fiscal year ended June 30, 2015)	Incorporated by Reference
3.2	Composite Bylaws, as amended through June 30, 2012 (incorporated by reference to Exhibit 3.2 to Annual Report on Form 10-K for the fiscal year ended June 30, 2015)	Incorporated by Reference
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed Electronically
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed Electronically
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed Electronically
32.2	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed Electronically
101	Financial statements from the Quarterly Report on Form 10-Q for the period ended March 31, 2017, formatted in XBRL: (i) Condensed Balance Sheets, (ii) Condensed Statements of Income, (iii) Condensed Statements of Cash Flows, and (iv) Notes to Condensed Financial Statements	Filed Electronically