

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): February 10, 2009

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**THE FEMALE HEALTH COMPANY**

(Exact name of registrant as specified in its charter)

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Wisconsin

(State or other jurisdiction of incorporation)

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1-13602

(Commission File Number)

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39-1144397

(I.R.S. Employer I.D. Number)

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515 North State Street  
Suite 2225  
Chicago, Illinois

(Address of Principal Executive Offices)

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60654

(Zip Code)

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312-595-9123

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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

### **Item 2.02 Results of Operations and Financial Condition**

On February 10, 2009, The Female Health Company issued a press release (the "Press Release") announcing results for the quarter ended December 31, 2008. A copy of the Press Release is attached as Exhibit 99.1 to this report. The attached Exhibit 99.1 is furnished pursuant to Item 2.02 of Form 8-K.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished herewith:

Exhibit 99.1 – Press Release of The Female Health Company, issued February 10, 2009.

SIGNATURES

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

THE FEMALE HEALTH COMPANY

Date: February 11, 2009

BY /s/ Donna Felch  
Donna Felch, Vice President and  
Chief Financial Officer

For Immediate Release

**Contacts:** William R. Gargiulo, Jr. 231.526.1244  
Donna Felch, CFO 312.595.9123

**The Female Health Company**  
**Reports First Quarter Operating Results, as Gross Profit Margins Widen on Increasing Sales of FC2 Female Condom®**

**Company Reaffirms Guidance Anticipating Record FY2009**  
**Sales and Earnings**

CHICAGO, Illinois -- February 10, 2009 -- The Female Health Company (NYSE Alternext: [FHC](#) - [News](#)), which manufactures and markets the *FC* and *FC2 Female Condoms®*, today reported its operating results for the first quarter of FY2009.

While unit sales increased during the three months ended December 31, 2008, the Company's net revenues decreased 7% to approximately \$5.3 million, compared with approximately \$5.7 million in the first quarter of the previous fiscal year. The decline in revenues reflects a continuing shift in product shipments towards the Company's *FC2 Female Condom®*, which is priced lower and generates a higher gross profit margin than *FC1*. In addition, unit sales have been temporarily limited by a significant increase in orders for *FC1*, our first generation product, by customers requiring final FDA approval to order *FC2*. At times, the increased demand has exceeded our capacity to produce *FC1*. We elected not to invest in expanding *FC1* production capacity in anticipation of securing *FC2* FDA approval, discontinuing *FC1* and investment in expanding *FC2* production capacity. Given final FDA approval, it is anticipated that these customers will purchase *FC2*, eliminating this temporary limitation.

The Company's net income attributable to common shareholders increased 98% to \$1,608,816, or \$0.06 per diluted share, during the first quarter of FY2009, compared with net income attributable to common shareholders of \$813,968, or \$0.03 per share, in the corresponding period of the previous fiscal year. The Company was positively impacted by the strengthening of the U.S. dollar relative to the British pound sterling in the first quarter of FY2009, resulting in a foreign currency gain of \$1,194,107, compared with a currency gain of \$115,358 in the first quarter of FY2008.

Gross profit increased 3% to \$2,441,194 in the most recent quarter, compared with \$2,366,116 in the first quarter of FY2008. Gross profit as a percentage of revenue totaled 45.7% in the first quarter of FY2009, versus 41.3% in first quarter of FY2008. Operating income decreased to \$438,935, from \$729,645 in the three months ended December 31, 2007, due to significant one-time expenses related to the Company's preparation for, and participation in, the FDA OB/GYN Device Advisory Committee hearing on December 11, 2008. Other expense increases included compensation costs; and Sarbanes Oxley internal control review consulting.

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As noted in previous news releases, the Company expects significant quarter-to-quarter variations in its operating results, due to the timing of large order receipts, production scheduling, and shipping of products.

“We are pleased with first quarter results, which were consistent with management’s expectations,” noted O.B. Parrish, Chief Executive Officer of The Female Health Company. “The increasing acceptance of our second-generation *FC2 Female Condom*® and its favorable impact on our profitability is particularly encouraging. We ended the first quarter with a strong, debt-free balance sheet, approximately \$3.2 million of cash in the bank, and a current ratio of 4.3-to-1.0.”

“The event of greatest significance during our first quarter occurred in December, when the FDA’s OB/GYN Advisory Panel voted unanimously to recommend approval of *FC2*, so long as the labeling specifies the type of clinical study on which the approval was based. We are presently working through labeling details with the FDA for final approval, which will allow us to market *FC2* in the United States and to provide it to the U.S. Agency for International Development (USAID), one of our largest customers.”

“We are reaffirming our annual guidance for FY 2009 that unit sales should increase 20% to 25% and that operating earnings should rise 50% to 75% from last year’s record levels,” concluded Parish.

*As previously announced, the Female Health Company will host an investor conference call at 11:00 a.m. EST today, February 10, 2009. Shareholders and other interested parties may participate in the conference call by dialing 800-860-2442 (international participants dial 412-858-4600) and asking to be connected to “The Female Health Company Conference Call”, a few minutes before 11:00 a.m. EST on February 10, 2009. A replay of the call will be available one hour after the call through 5:00 p.m. EST on February 24, 2009 by dialing 877-344-7529 (international callers dial 412-317-0088) and entering the conference ID 427502.*

#### **About The Female Health Company**

The Female Health Company, based in Chicago, Illinois, manufactures and markets the *FC Female Condom*®, (FC1) and the *FC2 Female Condom* (FC2), which are primarily distributed by public health organizations and donor groups in over 90 developing countries around the world. Globally, the Female Condoms are available in various programs in 116 countries. The Company owns certain worldwide rights to the *FC Female Condom*®, including patents that have been issued in the United States, United Kingdom, Japan, France, Italy, Germany, Spain, the European Patent Convention, the People's Republic of China, Canada, South Korea and Australia. *FC Female Condom*® is the only available FDA-approved product controlled by a woman that offers dual protection against sexually transmitted diseases, including HIV/AIDS, and unintended pregnancy.

For more information about the Female Health Company visit the Company's web site at <http://www.femalehealth.com> and <http://www.femalecondom.org>.

If you would like to be added to an e-mail alert list, please send an e-mail to [FHCInvestor@femalehealthcompany.com](mailto:FHCInvestor@femalehealthcompany.com)

*Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995:*

*The statements in this release which are not historical fact are "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this release include the Company's financial guidance for fiscal 2009. These statements are based upon the Company's current plans and strategies, and reflect the Company's current assessment of the risks and uncertainties related to its business, and are made as of the date of this release. The Company assumes no obligation to update any forward-looking statements contained in this release as a result of new information or future events, developments or circumstances. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. The Company's actual results and future developments could differ materially from the results or developments express in, or implied by, these forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, but are not limited to, the following: product demand and market acceptance; competition in the Company's markets and the risk of new competitors and new competitive product introductions; The Company's reliance on its international partners in the consumer sector and on the level of spending on the female condom by country governments; global donors and other public health organizations in the global public sector; the economic and business environment and the impact of government pressures, risks involved in doing business on an international level, including currency risks, regulatory requirements, political risks, export restrictions and other trade barriers; the Company's production capacity, efficiency and supply constraints; and other risks detailed in the Company's press releases, shareholder communication and Securities and Exchange Commission filings, including the Company's form 10-K for the fiscal year ended September 30, 2008. Actual events affecting the Company and the impact of such events on the Company's operations may vary from those currently anticipated.*

**The Female Health Company**  
**Unaudited Condensed Consolidated Balance Sheets**

	December 31, 2008	December 31, 2007
Cash	\$ 3,190,841	\$ 1,604,306
Restricted cash	173,970	236,138
Accounts receivable, net	3,444,439	6,007,114
Inventory	1,817,324	1,785,430
Prepaid and other current assets	282,884	328,516
Deferred income taxes	1,600,000	825,000
<b>Total current assets</b>	<b>10,509,458</b>	<b>10,786,504</b>
Other non-current assets	56,000	246,853
Net property, plant & equipment	1,446,858	1,477,667
<b>Total assets</b>	<b>\$ 12,012,316</b>	<b>\$ 12,511,024</b>
Accounts payable	\$ 1,047,221	\$ 1,129,725
Accrued expenses	1,374,249	1,818,791
Preferred dividends payable	24,575	48,643
<b>Total current liabilities</b>	<b>2,446,045</b>	<b>2,997,159</b>
Obligations under capital leases	30,573	58,888
Deferred gain on sale of facilities	666,233	1,017,317
Deferred grant income	161,382	247,567
<b>Total liabilities</b>	<b>3,304,233</b>	<b>4,320,931</b>
<b>Total stockholders' equity</b>	<b>8,708,083</b>	<b>8,190,093</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 12,012,316</b>	<b>\$ 12,511,024</b>

**The Female Health Company**  
**Unaudited Condensed Consolidated Income Statements**

	Three Months Ended December 31,	
	2008	2007
Net revenues	\$ 5,344,838	\$ 5,734,751
Cost of products sold	2,903,644	3,368,635
Gross profit	<u>2,441,194</u>	<u>2,366,116</u>
Advertising and promotion	70,794	41,518
Selling, general and administrative	1,861,045	1,493,824
Research and development	<u>70,420</u>	<u>101,129</u>
Total operating expenses	<u>2,002,259</u>	<u>1,636,471</u>
Operating income	438,935	729,645
Interest, net and other income	(8,889)	(9,608)
Foreign currency transaction gain	<u>(1,194,107)</u>	<u>(115,358)</u>
Income before income taxes	1,641,931	854,611
Income tax expense	8,540	-
Net income	1,633,391	854,611
Preferred dividends	24,575	40,643
Net income attributable to common stockholders	<u>\$ 1,608,816</u>	<u>\$ 813,968</u>
Net income per basic common share outstanding	\$ 0.06	\$ 0.03
Basic weighted average common shares outstanding	25,820,224	26,121,460
Net income per diluted common share outstanding	\$ 0.06	\$ 0.03
Diluted weighted average common shares outstanding	27,984,633	28,688,345