

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): December 4, 2012

**THE FEMALE HEALTH COMPANY**

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(Exact name of registrant as specified in its charter)

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Wisconsin

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(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

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(Address of Principal Executive Offices)

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60654

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(Zip Code)

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312-595-9123

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(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 December 4, 2012, The Female Health Company issued a press release (the "Press Release") announcing results for the quarter and fiscal year ended September 30, 2012. 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 December 4, 2012.

SIGNATURES

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

Date: December 4, 2012

THE FEMALE HEALTH COMPANY

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

**Contacts:**

William R. Gargiulo, Jr.  
Donna Felch

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312.595.9123



## The Female Health Company Reports Record Fourth Quarter and FY2012 Operating Results

**FY2012 Diluted EPS Rise 179% to \$0.53 vs. \$0.19 in FY2011**

### Selected Highlights:

#### Fourth Quarter Results:

- Unit sales increase 45%
- Net revenues rise 39% to \$9.9 million
- Gross profit improves 36% to \$5.8 million (58.0% of net revenues)
- Operating income increases 38% to \$3.2 million
- Diluted EPS increase 81% to \$0.29 vs. \$0.16 in prior-year period

#### Fiscal Year End 2012 Results:

- Unit sales increase 88% to record 61.6 million units
- Net revenues rise 89% to \$35.0 million
- Gross profit increases 109% to \$20.6 million (58.9% of net revenues)
- Operating income improves 232% to \$10.9 million
- Diluted EPS increase 179% to \$0.53 vs. \$0.19 in previous fiscal year
- Cash flow from operations increases 48.6% to \$10.4 million.
- Quarterly cash dividend increased by 20%

**CHICAGO, December 4, 2012** - *The Female Health Company* (NASDAQ-CM FHCO - News), which manufactures and markets the *FC2 Female Condom*, today reported its financial results for the fourth quarter and fiscal year ended September 30, 2012. The Company will host an investor conference call today at 11:00 a.m. Eastern Time to discuss these operating results (see details below).

“We are pleased with the outstanding results achieved by our Company in the fourth quarter and fiscal year ended September 30, 2012,” noted O.B. Parrish, Chairman and Chief Executive Officer of The Female Health Company, “Fiscal 2012 operating results reflect increasing demand for the *FC2 Female Condom*. We believe the rising global demand for *FC2* reflects a growing awareness of the dual protection that female condoms provide against unintended pregnancy as well as sexually transmitted infections, including HIV/AIDS. *FC2* makes an important contribution to saving lives and reducing healthcare costs, particularly in light of the fact that HIV/AIDS remains the leading cause of death worldwide among women 15 to 44 years of age.”

For the three months ended September 30, 2012, unit sales increased 45% when compared with the fourth quarter of FY2011. Net revenues increased 39% to a record \$9.9 million, compared with \$7.1 million in the three months ended September 30, 2011.

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Gross profit increased 36% to \$5.8 million, or 58.0% of net revenues, in the most recent quarter, compared with \$4.2 million, or 59.5% of net revenues, in the fourth quarter of FY2011.

Operating expenses for the quarter ended September 30, 2012 increased 34% to \$2.6 million, versus operating expenses of \$1.9 million in the fourth quarter of FY2011. The increase was primarily due to an accrual for fiscal year incentive payments based on the achievement of unit sales and operating income performance goals, along with increased spending on education and training.

Operating income increased 38% to a record \$3.2 million in the three months ended September 30, 2012, compared with \$2.3 million in the prior-year quarter. The increase was primarily due to higher revenues.

The Company reported net income of \$8.2 million, or \$0.29 per diluted share, in the fourth quarter of FY2012, an 81% increase over net income of \$4.5 million, or \$0.16 per diluted share, in the fourth quarter of FY2011. The Company recorded a currency loss of \$0.08 million and a currency gain of \$0.01 million during the quarters ended September 30, 2012 and 2011, respectively. The Company recorded a net tax benefit of \$5.1 million in the fourth quarter versus a net tax benefit of \$2.2 million in the prior-year quarter.

For the fiscal year ended September 30, 2012, unit sales increased 88% when compared with unit shipments in FY2011. The Company shipped approximately 61.6 million *FC2 Female Condoms* to customers in FY2012, versus approximately 32.9 million *FC2 Female Condoms* in the previous fiscal year. Net revenues increased 89% to a record \$35.0 million in FY2012, compared with \$18.6 million in FY2011.

In the fiscal year ended September 30, 2012, gross profit increased 109% to \$20.6 million, or 58.9% of net revenues, compared with \$9.9 million, or 53.1% of net revenues, in the fiscal year ended September 30, 2011.

Operating expenses for the fiscal year ended September 30, 2012 increased 47% to \$9.7 million, compared with operating expenses of \$6.6 million in the fiscal year ended September 30, 2011. The increase in operating expenses relates primarily to fiscal year incentive payments based on the achievement of unit sales and operating income performance goals, along with increased spending on education and training.

Operating income increased 232% to a record \$10.9 million in the fiscal year ended September 30, 2012, compared with \$3.3 million in FY2011. The increase was due to higher revenue and gross profit margins in FY2012.

The Company reported record net income of \$15.3 million, or \$0.53 per diluted share, in the fiscal year ended September 30, 2012, for an increase of 183% when compared with net income of \$5.4 million, or \$0.19 per diluted share, in the fiscal year ended September 30, 2011. The Company recorded currency losses of \$0.15 million and \$0.06 million in the fiscal years ended September 30, 2012 and 2011, respectively. The Company recorded a net tax benefit for FY2012 of \$4.5 million, versus \$2.2 million in FY2011. The Company has tax loss carryforwards of \$24.6 million Federal, \$12.4 million state and \$64.3 million in the U.K., to offset future earnings.

During the fiscal year ended September 30, 2012, the Company generated positive cash flow from operations of approximately \$10.4 million, paid two quarterly cash dividends of \$0.05 per share each and two quarterly cash dividends of \$0.06 per share each, self-funded plant capacity expansion, and maintained a debt-free balance sheet. The amount of cash on the Company's balance sheet increased 25% during FY2012, to \$5.3 million as of September 30, 2012, versus \$4.2 million as of September 30, 2011. The Company's annualized cash dividends of \$0.24 at the current dividend rate provides shareholders with a current yield of 3.3% based upon the closing price of FHCO shares on December 3, 2012.

"As noted in previous press releases, timing issues regarding the receipt and shipment of large orders can significantly impact the Company's operating results, positively or negatively, illustrating the difficulty of providing specific revenue and operating income guidance," added Parrish. "Management intends to provide general comments each quarter regarding the Company's outlook, based on information available at the time. The female condom is the only product where use is initiated by women that provides dual protection against HIV/AIDs and unintended pregnancy. As a result we believe that following a record year in FY2012, the Company will experience continued revenue and operating income growth in fiscal 2013."

#### **Investor Conference Call**

*As previously announced, the Female Health Company will host an investor conference call at 11:00 a.m. Eastern Time, today, December 4, 2012, to discuss its fourth quarter operating results and other topics of interest. Shareholders and other interested parties may participate in the conference call by dialing 1-877-374-8416 (local or international participants dial 412-317-6716) and asking to be connected to "The Female Health Company" conference call, a few minutes before 11:00 a.m. EST.*

**A replay of the conference call will be available one hour after the call through 9:00 a.m. EST on Tuesday, December 18, 2012 by dialing 877-344-7529 (local or international callers dial 412-317-0088) and entering the conference ID 10021755.**

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

The Female Health Company, based in Chicago, Illinois, manufactures and markets the *FC2 Female Condom® (FC2)*, which is available in the U.S. and approximately 138 other countries globally. The Company owns certain worldwide rights to the *FC2 Female Condom®*, including patents that have been issued by the U.S., the European Union, Canada, Australia, South Africa, Japan, The People's Republic of China, Spain, Mexico, Greece, Turkey and the African Regional Intellectual Property Organization (ARIPO), which includes Botswana, The Gambia, Ghana, Kenya, Lesotho, Malawi, Mozambique, Namibia, Sierra Leone, Somalia, Sudan, Swaziland, Uganda, United Republic of Tanzania, Zambia and Zimbabwe. *FC2* patent applications are pending in various countries. The *FC2 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. The World Health Organization (WHO) has cleared *FC2* for purchase by U.N. agencies.

**"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 statements regarding underlying demand for FC2, the outlook for FY 2013 and the continuation of cash dividends in future periods. 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 expressed 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 communications and Securities and Exchange Commission filings, including the Company's Form 10-K for the year ended September 30, 2012. Actual events affecting the Company and the impact of such events on the Company's operations may vary from those currently anticipated.*

For more information about the Female Health Company visit the Company's website at [www.femalehealth.com](http://www.femalehealth.com) and [www.femalecondom.org](http://www.femalecondom.org). To be added to the Company's e-mail alert list, please send an e-mail to [FHCInvestor@femalehealthcompany.com](mailto:FHCInvestor@femalehealthcompany.com).

(Financial Highlights Follow)

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

	September 30,	
	2012	2011
Cash	\$ 5,290,780	\$ 4,249,324
Certificate of deposit	-	63,875
Restricted cash	4,682	4,526
Accounts receivable, net	7,268,917	2,305,473
Income tax receivable	27,369	-
Inventories	1,458,199	2,026,528
Prepaid expenses and other current assets	624,268	297,267
Deferred income taxes	2,152,000	800,000
<b>Total current assets</b>	<b>16,826,215</b>	<b>9,746,993</b>
Other non-current assets	122,336	116,360
Plant and equipment, net	2,349,876	1,979,438
Deferred income taxes	11,148,000	7,600,000
<b>Total assets</b>	<b>\$ 30,446,427</b>	<b>\$ 19,442,791</b>
Accounts payable	\$ 1,775,327	\$ 1,076,994
Accrued expenses and other current liabilities	1,120,302	846,591
Accrued compensation	2,964,812	369,825
<b>Total current liabilities</b>	<b>5,860,441</b>	<b>2,293,410</b>
Deferred rent	90,902	101,133
Deferred grant income	82,650	107,481
Deferred income taxes	194,244	188,177
<b>Total liabilities</b>	<b>6,228,237</b>	<b>2,690,201</b>
<b>Total stockholders' equity</b>	<b>24,218,190</b>	<b>16,752,590</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 30,446,427</b>	<b>\$ 19,442,791</b>



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

	Three Months Ended September 30,	
	2012	2011
Net revenues	\$ 9,911,701	\$ 7,109,050
Cost of sales	4,161,537	2,881,697
Gross profit	5,750,164	4,227,353
Operating expenses	2,564,791	1,917,784
Operating income	3,185,373	2,309,569
Interest and other (expense) income	(551)	814
Foreign currency transaction (loss) gain	(78,975)	12,993
Income before income taxes	3,105,847	2,323,376
Income tax benefit	(5,079,358)	(2,191,342)
Net income	\$ 8,185,205	\$ 4,514,718
Net income per basic common share outstanding	\$ 0.29	\$ 0.17
Basic weighted average common shares outstanding	28,180,001	27,301,422
Net income per diluted common share outstanding	\$ 0.29	\$ 0.16
Diluted weighted average common shares outstanding	28,678,081	28,891,118

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

	Year Ended September 30,	
	2012	2011
Net revenues	\$ 35,033,897	\$ 18,565,102
Cost of sales	14,412,884	8,699,912
Gross profit	20,621,013	9,865,190
Operating expenses	9,681,083	6,569,848
Operating income	10,939,930	3,295,342
Interest and other income (expense)	362	(2,109)
Foreign currency transaction loss	(148,269)	(61,258)
Income before income taxes	10,792,023	3,231,975
Income tax benefit	(4,507,298)	(2,167,076)
Net income	\$ 15,299,321	\$ 5,399,051
Net income per basic common share outstanding	\$ 0.55	\$ 0.20
Basic weighted average common shares outstanding	27,693,721	27,287,342
Net income per diluted common share outstanding	\$ 0.53	\$ 0.19
Diluted weighted average common shares outstanding	28,933,144	28,971,011