Submission Notification

Subject: ACCEPTED FORM TYPE 10-K/A (0000897101-10-001996)
Date: 15-Oct-2010 13:25

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: Electromed, Inc.
FORM TYPE: 10-K/A NUMBER OF DOCUMENTS: 5
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FILE NUMBER(S):
1. 001-34839

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PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REGISTRANT(S):

1. CIK: 0001488917
   COMPANY: Electromed, Inc.
   ACCELERATED FILER STATUS: NOT APPLICABLE
   FORM TYPE: 10-K/A
   FILE NUMBER(S):
   1. 001-34839

------------------------------- NOTICE ---------------------------------

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Submission Data File

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Document Description 1*	AMENDMENT NO. 1 TO FORM 10-K FOR THE FISCAL YEAR ENDED JUNE 30, 2010
Document Name 2*	elmd105128_ex31-1.htm
Document Type 2*	EX-31.1
Document Description 2*	CERTIFICATION OF CEO PURSUANT TO SECTION 302
Document Name 3*	elmd105128_ex31-2.htm
Document Type 3*	EX-31.2
Document Description 3*	CERTIFICATION OF CFO PURSUANT TO SECTION 302
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Document Type 5*	EX-31.2
Document Description 5*	CERTIFICATION OF CFO PURSUANT TO SECTION 906
(End Document Information)	

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2010

☐ 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)	(IRS Employer Identification No.)

500 Sixth Avenue NW, New Prague, MN
(Address of principal executive offices)

(952) 758-9299
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock $0.01 par value	Nasdaq Capital Market
(Title of each class)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes ☐ No ☒

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 Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if smaller reporting company)	Smaller Reporting Company ☒

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

The registrant completed the initial public offering of its common stock on August 18, 2010. Accordingly, there was no public market for the registrant's common stock as of December 31, 2009, the last day of the registrant's most recently completed second fiscal quarter.

There were 7,887,885 shares of the registrant's common stock outstanding as of September 16, 2010.

Table of Contents

Explanatory Note

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended June 30, 2010 (the "Original Report") in order to amend Item 8 of the Original Report to include a signed copy of the Report of Independent Registered Public Accounting Firm (the "Audit Report").

Other than the amendment to Item 8 of the Original Report to include a signed copy of the Audit Report, this Amendment No. 1 does not affect any other items in our Original Report. We are also filing as exhibits to this Amendment No. 1 the certifications pursuant to section 302 and section 906 of the Sarbanes-Oxley Act of 2002, which are currently dated.

Except as otherwise expressly stated for the item amended in this Amendment No. 1, this Amendment No. 1 continues to speak as of the date of the Original Report and we have not updated the disclosure contained herein to reflect events that have occurred since the filing of the Original Report. Accordingly, this Amendment No. 1 should be read in conjunction with our Original Report and our other filings made with the SEC subsequent to the filing of the Original Report.

Item 8. Financial Statements and Supplementary Data.

Index to Financial Statements

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
Electromed, Inc. and Subsidiary

We have audited the accompanying consolidated balance sheets of Electromed, Inc. and Subsidiary as of June 30, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Electromed, Inc. and Subsidiary as of June 30, 2010 and 2009, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ McGladrey & Pullen, LLP

McGladrey & Pullen, LLP

Minneapolis, Minnesota
September 28, 2010

Table of Contents

Electromed, Inc. and Subsidiary
Consolidated Balance Sheets
June 30, 2010 and 2009

	June 30	
	2010	2009
Assets		
Current Assets		
Cash	$ 610,727	$ 361,916
Accounts receivable (net of allowances for doubtful accounts of $45,000)	6,577,002	6,348,146
Inventories	1,470,775	1,178,689
Prepaid expenses and other current assets	269,193	167,272
Deferred income taxes	514,000	357,000
Total current assets	9,441,697	8,413,023
Property and equipment, net	2,688,941	2,731,269
Finite-life intangible assets, net	1,055,776	228,783
Deferred common stock offering costs	828,034	-
Other assets	128,789	88,023
Total assets	$ 14,143,237	$ 11,461,098
Liabilities and Stockholders' Equity		
Current Liabilities		
Revolving line of credit	$ 1,768,128	$ -
Current maturities of long-term debt	397,886	392,251
Accounts payable	1,239,827	426,320
Accrued compensation	665,083	541,125
Warranty reserve	363,277	292,254
Other accrued liabilities	60,308	111,879
Income taxes payable	7,789	334,031
Total current liabilities	4,502,298	2,097,860
Long-term debt, less current maturities	2,033,325	3,167,496
Deferred income taxes	145,000	137,000
Total liabilities	6,680,623	5,402,356
Commitments and Contingencies (Note 9)		
Stockholders' Equity		
Electromed, Inc. stockholders' equity:		
Common stock, $0.01 par value; authorized: 10,000,000 shares; issued and outstanding: 6,187,885 and 6,047,152 shares, respectively	61,879	60,472
Additional paid-in capital	6,685,362	6,201,636
Retained earnings (deficit)	797,873	(118,465)
Common stock subscriptions receivable for shares outstanding of 48,500 and 53,500 respectively	(82,500)	(91,500)
Total Electromed, Inc. stockholders' equity	7,462,614	6,052,143
Noncontrolling interest	-	6,599
Total stockholders' equity	7,462,614	6,058,742
Total liabilities and stockholders' equity	$ 14,143,237	$ 11,461,098

Table of Contents

Electromed, Inc. and Subsidiary
Consolidated Statements of Income
Years Ended June 30, 2010 and 2009

	Years Ended June 30 2010	2009
Net revenues	$ 14,303,848	$ 12,998,627
Cost of revenues	3,707,509	3,340,041
Gross profit	10,596,339	9,658,586
Operating expenses		
Selling, general and administrative	8,199,386	6,845,106
Research and development	600,986	357,871
Total operating expenses	8,800,372	7,202,977
Operating income	1,795,967	2,455,609
Interest expense, net of interest income of $6,417 and $8,746 respectively	263,431	270,446
Net income (loss) before income taxes	1,532,536	2,185,163
Income tax expense	(599,000)	(830,000)
Net income	933,536	1,355,163
Less: Net income attributable to noncontrolling interest	(17,198)	(22,257)
Net income attributable to Electromed, Inc.	$ 916,338	$ 1,332,906
Earnings per share attributable to Electromed, Inc. common shareholders:		
Basic	$ 0.15	$ 0.22
Diluted	0.15	0.22
Weighted-average Electromed, Inc. common shares outstanding:		
Basic	6,081,030	5,987,383
Diluted	6,114,919	6,020,458

Table of Contents

Electromed, Inc. and Subsidiary
Consolidated Statements of Stockholders' Equity
Years Ended June 30, 2010 and 2009

	Electromed, Inc.						
	Common Stock		Additional Paid-in Capital	Retained Earnings (Deficit)	Common Stock Subscriptions Receivable	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount					
Balance at June 30, 2008	5,880,911	$ 58,809	$ 5,540,922	$ (1,451,371)	$ (111,999)	$ 4,658	$ 4,041,019
Net income	-	-	-	1,332,906	-	22,257	1,355,163
Sale of common stock	58,572	586	214,414	-	-	-	215,000
Issuance of common stock for exercise of warrants	49,669	497	148,507	-	-	-	149,004
Issuance of common stock for warrants exercised with subscription notes	31,000	310	46,190	-	(46,500)	-	-
Issuance of common stock for acquisition of property and payment of services	30,000	300	104,700	-	-	-	105,000
Proceeds on subscription notes receivable	-	-	-	-	66,999	-	66,999
Repurchase of common stock	(3,000)	(30)	(6,330)	-	-	-	(6,360)
Distributions paid to holders of noncontrolling interest	-	-	-	-	-	(20,316)	(20,316)
Share-based compensation expense	-	-	153,233	-	-	-	153,233
Balance at June 30, 2009	6,047,152	60,472	6,201,636	(118,465)	(91,500)	6,599	6,058,742
Net income	-	-	-	916,338	-	17,198	933,536
Issuance of common stock upon exercise of warrants	135,733	1,357	389,475	-	-	-	390,832
Issuance of common stock for payment of services	5,000	50	22,450	-	-	-	22,500
Proceeds from subscription notes receivable	-	-	-	-	9,000	-	9,000
Distributions paid to holders of noncontrolling interest	-	-	-	-	-	(18,417)	(18,417)
Share-based compensation expense	-	-	168,895	-	-	-	168,895
Income tax benefit related to exercise of stock warrants	-	-	22,526	-	-	-	22,526
Purchase of noncontrolling interest in Electromed Financial, LLC	-	-	(119,620)	-	-	(5,380)	(125,000)
Balance at June 30, 2010	6,187,885	$ 61,879	$ 6,685,362	$ 797,873	$ (82,500)	$ -	$ 7,462,614

Table of Contents

Electromed, Inc. and Subsidiary
Consolidated Statements of Cash Flows
Years Ended June 30, 2010 and 2009

	Years Ended June 30, 2010	2009
Cash Flows From Operating Activities		
Net income	$ 933,536	$ 1,355,163
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	298,928	302,162
Amortization of finite-life intangible assets	52,820	16,783
Amortization of debt issuance costs	53,404	9,638
Share-based compensation expense	168,895	153,233
Deferred income taxes	(149,000)	299,000
Loss on disposal of property and equipment	4,258	56,301
Issuance of common stock for payment of services	22,500	35,000
Changes in operating assets and liabilities:		
Accounts receivable	(228,856)	(2,418,665)
Inventories	(292,086)	(329,181)
Prepaid expenses and other assets	(111,345)	(66,562)
Accounts payable and accrued liabilities	(145,117)	(570,578)
Net cash provided by (used in) operating activities	607,937	(1,157,706)
Cash Flows From Investing Activities		
Expenditures for property and equipment	(269,616)	(648,716)
Purchase of noncontrolling interest in Electromed Financial, LLC	(125,000)	-
Expenditures for finite-life intangible assets	(514,505)	(61,908)
Net cash used in investing activities	(909,121)	(712,320)
Cash Flows From Financing Activities		
Net borrowings on revolving line of credit	1,768,128	-
Principal payments on long-term debt including capital lease obligations	(3,648,744)	(641,409)
Proceeds from long-term debt	2,520,000	1,027,399
Noncontrolling interest distributions paid	(18,417)	(20,316)
Payments of deferred financing fees	(75,780)	(1,696)
Proceeds from sales of common stock and warrant exercises	390,832	364,004
Proceeds on subscription notes receivable	9,000	66,999
Income tax benefit related to exercise of stock warrants	22,526	-
Expenditures for deferred offering costs	(417,550)	-
Repurchase of common stock	-	(6,360)
Net cash provided by financing activities	549,995	(790,317)
Net increase (decrease) in cash and cash equivalents	248,811	(1,079,709)
Cash		
Beginning of period	361,916	1,441,625
End of period	$ 610,727	$ 361,916

Table of Contents

Electromed, Inc. and Subsidiary

Consolidated Statements of Cash Flows (Continued)
Years Ended June 30, 2010 and 2009

	Years Ended June 30 2010	2009
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest	$ 227,454	$ 266,265
Cash paid for income taxes	1,052,640	192,703
Supplemental Disclosures of Noncash Investing and Financing Activities		
Common stock issued for acquisition of property and equipment	$ -	$ 70,000
Reduction in basis of acquired building formerly under capital lease	93,172	-
Common stock issued for subscription notes	-	46,500
Accrued expenditures for finite-life intangible assets included in accounts payable	365,308	-
Deferred common stock offering costs included in accounts payable	410,484	-
Expenditures for property and equipment included in accounts payable	-	20,000
Property and equipment financed through capital leases	87,769	75,366

Table of Contents

Electromed, Inc. and Subsidiary
Notes to Consolidated Financial Statements

Note 1. Nature of Business and Summary of Significant Accounting Policies

Nature of business: Electromed, Inc. (the Company) develops, manufactures and markets innovative airway clearance products which apply High Frequency Chest Wall Oscillation (HFCWO) therapy in pulmonary care for patients of all ages. The Company markets its products in the United States 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. The Company had international sales of approximately $647,000 and $919,000 for the years ended June 30, 2010 and 2009 respectively. Since its inception, the Company has operated in a single industry segment: developing, manufacturing and marketing medical equipment. As a result, the information disclosed herein materially represents all of the financial information related to the Company's operating segment.

Principles of consolidation and related party transaction: The accompanying consolidated financial statements include the accounts of Electromed, Inc. and its subsidiary, Electromed Financial, LLC. Electromed Financial, LLC was established by the Company to assist in raising capital from outside investors. The Company owned 95 percent of Electromed Financial, LLC through March 2, 2010, at which time the Company acquired the remaining five percent of Electromed Financial, LLC from a director of the Company for $125,000. Income related to the noncontrolling interest in the subsidiary is reflected as noncontrolling interest on the consolidated financial statements. All significant intercompany accounts and transactions have been eliminated in consolidation.

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

Use of estimates: Management uses estimates and assumptions in preparing the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. 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 consolidated financial statements include: revenue recognition and the estimation of selling price adjustments, allowance for doubtful accounts, inventory obsolescence, valuation allowance for deferred income tax assets and warranty liability.

Revenue recognition: The Company recognizes revenue when persuasive evidence of a sales arrangement exists, delivery of goods occurs through the transfer of title and risks and rewards of ownership, the selling price is fixed or determinable, and collectability is reasonably assured. Revenues are primarily recognized upon shipment.

Direct patient sales are recorded at amounts to be received from patients under reimbursement arrangements with third-party payers, including private insurers, prepaid health plans, Medicare and Medicaid. In addition, the Company records an estimate for selling price adjustments which often arise from changes in a patient's insurance coverage, changes in a patient's domicile, insurance company coverage limitations or patient death. Other than the installment sales as discussed below, the Company expects to receive payment on the vast majority of accounts receivables within one year and therefore has classified all accounts receivable as current. However, in some instances, payment for direct patient sales can be delayed or interrupted, resulting in a small portion of collections occurring later than one year.

Certain third-party reimbursement agencies pay the Company on a monthly installment basis, which can span over several years. Due to the length of time over which cash is collected and the inherent uncertainty of collectability with these installment sales, the Company cannot make a reasonable estimate of revenue at the time of sale and does not record accounts receivable or revenue at the time of product shipment. Under the installment method, the Company defers and amortizes the costs associated with the sale and, as each installment is received, that amount is recognized as revenue. Deferred costs associated with the sale are amortized to cost of revenue ratably over the estimated period in which collections are scheduled to occur.

Table of Contents

A summary of sales made under the installment method are as follows:

	Years Ended June 30	
	2010	2009
Revenue recognized under installment sales	$ 467,000	$ 299,000
Amortized cost of revenues recognized	72,000	51,000

Unrecognized installment method sales were as follows:

	Years Ended June 30	
	2010	2009
Estimated unrecognized sales, net of discounts	$ 708,000	$ 716,000
Unamortized costs of revenues included in prepaids and other current assets	111,000	94,000

Shipping and handling expense: Shipping and handling charges billed to customers are included as a cost in arriving at gross profit. Shipping and handling charges incurred by the Company are included in selling, general and administrative expenses and were $218,000 and $174,000 for the years ended June 30, 2010 and 2009 respectively.

Cash: The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in these accounts.

Accounts receivable: The Company's receivable balance is comprised of amounts due from individuals, institutions and distributors. Balances due from individuals are typically remitted to the Company by third-party reimbursement agencies such as Medicare, Medicaid and private insurance companies. Accounts receivable are carried at amounts estimated to be received from patients under reimbursement arrangements with third-party payers. Accounts receivable are also net of an allowance for doubtful accounts. Management determines the allowance for doubtful accounts by regularly evaluating individual customer receivables and considering a customer's financial condition and credit history. Receivable are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received. The allowance for doubtful accounts was approximately $45,000 as of June 30, 2010 and 2009.

Inventories: Inventories, consisting of material, labor and manufacturing overhead are stated at the lower of cost (first-in, first-out method) or market. Work in process and finished goods are carried at standard cost, which approximates actual cost, and includes materials, labor and allocated overhead. Standard costs are reviewed at least quarterly by management, or more often in the event circumstances indicate a change in cost has occurred. The reserve for obsolescence is determined by analyzing the inventory on hand and comparing it to expected production requirements.

Property and equipment: Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements and assets acquired under capital leases are depreciated over the shorter of their estimated useful lives or the remaining lease term. The Company retains ownership of demonstration equipment in the possession of both inside and outside sales representatives, who use the equipment in the sales process.

Finite-life intangible assets: Finite-life intangible assets include patents and trademarks. These intangible assets are being amortized on a straight-line basis over their estimated useful lives, as described in Note 4.

Long-lived assets: Long-lived assets, such as property and equipment and finite-life intangible assets are evaluated for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. In evaluating recoverability, the following factors, among others, are considered: a significant change in the circumstances used to determine the amortization period, an adverse change in legal factors or in the business climate, a transition to a new product or service strategy, a significant change in customer base, and a realization of failed marketing efforts. The recoverability of an asset is measured by a comparison of the unamortized balance of the asset to future undiscounted cash flows.

Table of Contents

If the Company believes the unamortized balance is unrecoverable, it would recognize an impairment charge necessary to reduce the unamortized balance to the estimated fair value of the asset. The amount of such impairment would be charged to operations in the current period. The Company has not identified any indicators of impairment associated with its long-lived assets.

Warranty liability: The Company provides a lifetime warranty on its products to the prescribed patient for sales within the United States and Canada, a five-year warranty on its products to the prescribed patient for sales within Greece, and a three-year warranty for all institutional sales and sales to individuals outside the United States and Canada. 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 sold. Factors that affect the Company's warranty liability include the number of units sold, historical and anticipated rates of warranty claims, 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:

	Years Ended June 30	
	2010	2009
Beginning warranty reserve	$ 292,000	$ 195,000
Accrual for products sold	146,000	162,000
Expenditures and costs incurred for warranty claims	(75,000)	(65,000)
Ending warranty reserve	$ 363,000	$ 292,000

Income taxes: Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company recognizes tax liabilities when the Company believes that certain positions may not be fully sustained upon review by tax authorities. Benefits from tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. The current portion of tax liabilities is included in other liabilities. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences impact income tax expense in the period in which such determination is made. Interest and penalties, if any, related to accrued liabilities for potential tax assessments are included in income tax expense.

Research and development: Research and development costs include costs of research activities as well as engineering and technical efforts required to develop new products or make improvement to existing products. Research and development costs are expensed as incurred.

Advertising costs: Advertising costs are charged to expense when incurred. Advertising, marketing and trade show costs for the years ended June 30, 2010 and 2009 were approximately $527,000 and $642,000 respectively.

Share-based payments: Share-based payment awards consist of warrants issued to employees for services, and to nonemployees in lieu of payment for products or services. Expense is estimated using the fair value of products or services rendered or the Black-Scholes pricing model at the date of grant and is recognized on a straight-line basis over the requisite service or vesting period of the award.

Fair value of financial instruments: The carrying values of cash, accounts receivable, accounts payable and accrued expenses approximate their fair value due to the short-term nature of these instruments. The carrying value of long-term debt is the remaining amount due to debtors under borrowing arrangements. To estimate the fair value of debt, the Company estimates the interest rate necessary to secure financing to replace its debt. At June 30, 2010, the fair value of long-term debt was not significantly different than its carrying value.

Table of Contents

Basic and diluted earnings per share: Basic per share amounts are computed by dividing net income attributable to Electromed, Inc. by the weighted-average number of common shares outstanding. Diluted per share amounts assume the conversion, exercise or issuance of all potential common stock instruments unless their effect is anti-dilutive, thereby reducing the loss per share or increasing the income per share (see Note 7 for information on stock warrants).

Recently issued accounting pronouncements: In June 2009, the FASB issued revised guidance for the consolidation of variable interest entities. This amends the original guidance requiring an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity ("VIE"). This analysis identifies the primary beneficiary of a VIE as the enterprise that has both (a) the power to direct the activities of a VIE that most significantly impact the entity's economic performance, and (b) the obligation to absorb losses of the entity that could potentially be significant to the VIE. Additionally, this new guidance requires an enterprise to assess whether it has an implicit financial responsibility to ensure that a VIE operates as designed when determining it has the power to direct the activities of the VIE that most significantly impact the entity's economic performance. This guidance is effective at the beginning of the Company's 2011 fiscal year. This guidance is not expected to have a material effect on the Company's consolidated financial statements.

Reclassifications: Certain items in the fiscal 2009 financial statements have been reclassified to be consistent with the classifications adopted for fiscal 2010. The fiscal 2009 reclassifications had no impact on previously reported net income and stockholders' equity.

Note 2. Inventories

The components of inventory at June 30, 2010 and 2009 are approximately as follows:

	June 30	
	2010	2009
Parts inventory	$ 765,000	$ 759,000
Work in process	56,000	114,000
Finished goods	680,000	336,000
Less: Reserve for obsolescence	(30,000)	(30,000)
Total	$ 1,471,000	$ 1,179,000

Note 3. Property and Equipment

Property and equipment, including assets under capital leases, consisted of approximately the following:

	Estimated Useful Lives(Years)	June 30	
		2010	2009
Building and building improvements	15-39	$ 1,892,000	$ 1,920,000
Land	N/A	200,000	200,000
Land improvements	15	162,000	162,000
Equipment	3-7	921,000	755,000
Demonstration equipment	3	507,000	396,000
Vehicles	5	35,000	35,000
		3,717,000	3,468,000
Less: Accumulated depreciation		(1,028,000)	(737,000)
Total property and equipment		$ 2,689,000	$ 2,731,000

Table of Contents

Note 4. 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. Accumulated amortization was $114,000 and $61,000 at June 30, 2010 and 2009, respectively.

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

	Years Ended June 30	
	2010	2009
Balance, beginning	$ 229,000	$ 184,000
Additions	880,000	62,000
Amortization expense	(53,000)	(17,000)
Balance, ending	$ 1,056,000	$ 229,000

Based on the carrying value at June 30, 2010, amortization expense is expected to be approximately $93,000 annually.

Additions during the year ended June 30, 2010 consisted primarily of legal defense costs associated with a trademark infringement lawsuit filed against the Company (see Note 9). Such defense costs are being capitalized by the Company and amortized over the remaining useful life of the trademark. In the event the Company is unsuccessful in defending this trademark, such capitalized legal defense costs will be immediately expensed. The future amortization amount is expected to change as the Company incurs additional costs associated with its patents and trademarks, including the trademark defense costs.

Note 5. Financing Arrangements

The Company entered into a $3,500,000 revolving line of credit on December 9, 2009, which expires on November 30, 2010, if not renewed. Advances are due at the expiration date and are secured by substantially all Company assets. The amount available for borrowing is limited to 60 percent of eligible accounts receivable less the outstanding balance on the Company's 4.28% term note due December 2012. Interest on advances accrues at LIBOR plus 2.75 percent and is payable monthly. As of June 30, 2010, there was approximately $1,768,000 outstanding on the line of credit and $883,000 available for future borrowing.[a]

Long-term debt consists of approximately the following as of June 30, 2010 and 2009:

	June 30	
	2010	2009
Mortgage note payable with bank, due in monthly installments of $10,706, including interest at 5.79%, remaining due December 2014, secured by land and building[a]	$ 1,494,000	$ -
Term note payable with bank, due in monthly installments of $29,649, including interest at 4.28%, due December 2012, secured by substantially all assets[a]	815,000	-
Capital lease obligations, due in varying monthly installments, including interest ranging from 8.99% to 12.07%, to July 2013, secured by equipment	122,000	78,000
Capital lease obligation for building, implied interest of 11.92%, terminated with the purchase of the building	-	654,000
Notes payable with bank, interest ranging from 6.75% to 9.0%, paid in full in fiscal 2010	-	1,629,000
Construction and mortgage notes payable with bank, interest at 6.0%, paid in full prior to December 31, 2009	-	1,198,000
Total	2,431,000	3,559,000
Less: Current portion	398,000	392,000
Long-term debt	$ 2,033,000	$ 3,167,000

(a) These instruments have certain financial and nonfinancial covenants which, among others, require the Company to maintain a minimum fixed charge coverage ratio and a maximum cash flow leverage ratio, and restrict the payment of dividends. Under the terms of the credit facility, the Company is required to immediately pay to the bank any net proceeds raised from an equity offering. The bank has agreed to waive this requirement as it relates to the initial public offering as discussed in Note 11.

Table of Contents

Approximate future maturities of long-term debt as of June 30, 2010 are as follows:

Year ending June 30:		
2011	$	398,000
2012		429,000
2013		239,000
2014		50,000
2015		1,315,000
Total	$	2,431,000

Capital leases and related party transaction: The Company has financed certain office equipment through capital leases. The Company also had a building capital lease with a director of the Company through December 2009, at which time the Company purchased the building for approximately $555,000 using the proceeds from a new mortgage note with a bank. The net carrying value of the capital lease obligation exceeded the purchase price by approximately $93,000 which was recognized as a reduction in the net book value of the acquired building, which had been capitalized at the inception of the lease.

At June 30, 2010 and 2009, carrying value of assets under these capital leases are approximately as follows:

	June 30			
	2010		2009	
Building	$	-	$	675,000
Fixtures and office equipment		181,000		96,000
Less: Accumulated depreciation		(38,000)		(67,000)
Total	$	143,000	$	704,000

Depreciation expense for these assets was $26,000 and $29,000 for the years ended June 30, 2010 and 2009 respectively.

Approximate future minimum payments under capital leases as of June 30, 2010 are as follows:

Year ending June 30:		
2011	$	71,000
2012		48,000
2013		18,000
Total		137,000
Less: Amount representing interest		(15,000)
Present value of future minimum lease payments (included in long term debt above)	$	122,000

Table of Contents

Note 6. Common Stock

Common stock issued for property and services: In fiscal 2009, the Company issued 20,000 and 10,000 shares for land improvements and services with estimated fair values of $70,000 and $35,000, respectively. During the year ended June 30, 2010, the Company issued 5,000 shares for services valued at $22,500.

Common stock subscription receivables: During fiscal 2008, the Company issued 47,333 shares of common stock to unrelated third parties upon the exercise of outstanding warrants. The Company agreed to accept subscription notes receivable from these individuals for a total of approximately $112,000. For the year ended June 30, 2009, cash collected on these notes was approximately $52,000.

During fiscal 2009, the Company issued 31,000 shares of common stock to an employee upon exercise of outstanding warrants. The Company agreed to accept a subscription note receivable from this individual for $46,500. For the year ended June 30, 2010 and 2009, cash collected on this note was approximately $9,000 and $15,000, respectively. The Company revalued the warrants upon issuance of this subscription note and recognized additional share-based expense of approximately $67,000 for the year ended June 30, 2009.

Sales of common stock: The Company from time to time has sold common stock to investors for cash. During the year ended June 30, 2009, the Company sold 48,572 shares at $3.50 per share and 10,000 shares at $4.50 per share, for total cash proceeds of approximately $215,000. All shares were sold to unrelated third-party investors.

Note 7. Share-Based Payments

Employee warrants: The Company grants stock warrants to employees as long-term incentive compensation. All warrants are granted at exercise prices equal to or greater than the estimated fair market value of the Company’s common stock, based upon recent common stock sales transactions with independent third-party investors. Warrants generally expire four to ten years from the grant date and vest over a period of up to five years. Warrants have not been granted under a formal plan; however, the number of warrants eligible for issuance is limited to the number of authorized shares of the Company’s common stock.

The Company recognizes compensation expense related to share-based payment transactions in the consolidated financial statements based on the estimated fair value of the award issued. The fair value of each warrant is estimated using the Black-Scholes pricing model at the time of award grant. The Company estimates the expected life of warrants based on the expected holding period by the warrant holder. The risk-free interest rate is based upon observed U.S. Treasury interest rates for the expected term of the warrants. The Company makes assumptions with respect to expected stock price volatility based upon the volatility of similar companies. 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.

Share-based compensation expense for the years ended June 30, 2010 and 2009 was approximately $169,000 and $153,000 respectively.

The following weighted-average assumptions were used to estimate the fair value of warrants granted:

	Years Ended June 30	
	2010	2009
Risk-free interest rate	1.45%	3.24%
Expected life (years)	4 - 10	4 - 10
Expected volatility	46.0%	46.9%
Expected dividends	0%	0%

Table of Contents

The following table presents employee warrant activity for the years ended June 30, 2010 and 2009:

	Number of Shares	Weighted-Average Grant Date Fair Value	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in Years)
Warrants outstanding at June 30, 2008	272,000	$ 1.32	$ 2.64	1.14
Granted	307,800	2.13	3.55	-
Exercised	(31,000)	0.61	1.50	-
Canceled or forfeited	(40,000)	1.06	2.56	-
Warrants outstanding at June 30, 2009	508,800	1.87	3.27	6.03
Activity:				
Granted	25,000	1.68	4.50	-
Exercised	(117,000)	1.77	2.90	-
Canceled or forfeited	(25,000)	2.02	2.60	-
Warrants outstanding at June 30, 2010	391,800	1.87	3.47	6.74
Warrants exercisable at June 30, 2010	124,560	1.51	3.21	4.75

For the years ended June 30, 2010 and 2009 net cash proceeds from the exercise of employee warrants was approximately $339,000 and $47,000 respectively. The Company received an excess income tax benefit of approximately $23,000 in 2010 and no income tax benefit in 2009 from the exercise of employee warrants.

At June 30, 2010, the Company had approximately $450,000 of unrecognized stock-based compensation, which is expected to be recognized over a weighted-average period of 3.2 years. The aggregate intrinsic value of warrants outstanding was approximately $403,000, and the intrinsic value of warrants exercisable was approximately $161,000 at June 30, 2010.

Warrants issued to non-employees for services: In years prior to fiscal 2009, the Company issued warrants to non-employees for services in lieu of cash payments. At June 30, 2010, the Company had warrants outstanding and exercisable to purchase 20,000 shares of common stock at a weighted-average exercise price of $3.00 per share. These warrants expire at various dates through January 3, 2011.

All outstanding warrants issued for services were granted prior to the 2009 fiscal year. All services related to these warrants were completed prior to fiscal 2009. The Company has therefore recorded all share-based expense associated with these services in prior years. During the year ended June 30, 2010, a warrant to purchase 5,000 shares was exercised at an exercise price of $3.50 per share. There were no warrants forfeited during the year ended June 30, 2010. During the year ended June 30, 2009, there were 400,000 warrants forfeited. The warrants canceled during the year ended June 30, 2009 were forfeited as a result of a termination agreement with an independent sales representative (see Note 9).

Warrants issued with convertible debt: In years prior to fiscal 2009, the Company issued convertible notes payable to certain individuals. In conjunction with the issuance of these convertible notes, creditors also received warrants to purchase common stock for an exercise price of $3.00 per share. At June 30, 2010, the Company had approximately 83,000 warrants outstanding and exercisable at a weighted-average exercise price of $3.00 per share. Approximately 38,000 warrants expire in September 2012 and approximately 45,000 expire in September 2015. During the years ended June 30, 2010 and 2009, warrant holders exercised 13,733 and 49,669 warrants at a weighted-average exercise price of $2.50 and $3.00 respectively. There were no warrants forfeited and cancelled during the year ended June 30, 2010. During the year ended June 30, 2009, 62,338 warrants were forfeited and canceled.

Table of Contents

Note 8. Income Taxes

Components of the provision for (benefit from) income taxes for the years ended June 30, 2010 and 2009, are as follows:

	Years Ended June 30	
	2010	2009
Current	$ 748,000	$ 531,000
Deferred	(149,000)	299,000
Total	$ 599,000	$ 830,000

The total income tax expense differs from the expected tax expense, computed by applying the federal statutory rate to the Company's income before income taxes, as follows:

	Years Ended June 30	
	2010	2009
Tax expense at statutory federal rate	$ 515,000	$ 743,000
State income tax benefit, net of federal tax	55,000	75,000
Other permanent items	29,000	12,000
Income tax expense	$ 599,000	$ 830,000

The significant components of deferred income taxes are as follows:

	June 30	
	2010	2009
Deferred tax assets (liabilities):		
Revenue recognition and accounts receivable	$ 228,000	$ 221,000
Accrued liabilities	296,000	200,000
Net operating loss carryforwards	2,000	31,000
Property and equipment	(195,000)	(118,000)
Finite-life intangible assets	(60,000)	(52,000)
Investment in subsidiary	-	(80,000)
Warrants	110,000	82,000
Other	(12,000)	(64,000)
Net deferred tax assets	$ 369,000	$ 220,000

The components giving rise to the net deferred income tax assets described above have been included in the accompanying consolidated balance sheets as follows:

	June 30	
	2010	2009
Current assets	$ 514,000	$ 357,000
Long-term liabilities	(145,000)	(137,000)
Net deferred tax assets	$ 369,000	$ 220,000

The Company has state net operating loss carryforwards at June 30, 2010, of approximately $19,000 to reduce future income tax liabilities, which will begin to expire in 2024.

The Company has evaluated its exposure to unrecognized tax benefits as of June 30, 2010 and 2009, and has estimated that there are no unrecognized benefits which would be material to the consolidated financial statements. The Company's policy would be to recognize accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense.

The Company is subject to U.S. federal income tax as well as income tax of multiple state jurisdictions. With limited exceptions, tax years prior to fiscal 2007 are no longer open to federal, state and local examination by taxing authorities.

Table of Contents

Note 9. Commitments and Contingencies

Settlement of sales representation agreement: In July 2008, the Company settled a lawsuit with an independent sales representative organization. The terms of the settlement required the Company pay all commissions upon cash collection for sales through July 31, 2008, in accordance with the original agreement. Approximately $28,000 and $71,000 of commissions related to this independent sales representative organization were accrued in the accompanying consolidated financial statements as of June 30, 2010 and 2009, respectively. The period for which commissions would otherwise be payable to the independent sales representative organization was reduced by three months from October 31, 2008, to July 31, 2008. As a condition of the settlement, the independent sales representative organization did not exercise and forfeited their warrants for 400,000 shares of Company common stock, which had been previously expensed. Additional conditions of the settlement included the cancellation of a $1,000,000 contingent payment clause upon a change in control of the Company and a requirement by the Company to repurchase 3,000 shares of its common stock held by the independent sales representative organization for $2.12 per share.

Litigation: Subsidiaries of Hill-Rom Holdings, Inc., (collectively, “Hill-Rom”) brought an action on August 21, 2009, against the Company alleging that the Company’s use of the term “SmartVest” infringes on its alleged trademark “The Vest.” The Company answered the allegations and brought counter-claims against Hill-Rom alleging, among other things, defamation and libel. For the year period ended June 30, 2010, the Company incurred and capitalized costs of $880,000 in defending this trademark. Subsequent to June 30, 2010 and through July 31, 2010 the Company incurred and capitalized approximately $27,000 in defending this trademark.

In the addition to the trademark matter discussed above, 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. In the opinion of management, the ultimate disposition or resolution of these matters, if any, will not have a material adverse effect on the Company’s financial position, results of operations, or liquidity.

401(k) profit sharing plan: The Company has an employee benefit plan under Section 401(k) of the Internal Revenue Code covering all employees who are 21 years of age or older and have 1,000 hours of service with the Company. The Company matches each employee’s salary reduction contribution, not to exceed 4 percent of annual compensation. Total employer contributions to this plan for the years ended June 30, 2010 and 2009 were approximately $125,000 and $108,000.

Employment Agreements: Effective January 1, 2010, the Company entered into new employment agreements with its chief executive officer and chief financial officer. These agreements provide the officers, with among other things, one year’s salary upon a separation of service without cause for termination. Also, in the event the employee resigns within six months of a change in control, the chief executive officer and chief financial officer are entitled to receive a severance equal to two year’s base salary.

Note 10. Related Parties

The Company uses a related-party service provider, a director and minority shareholder of which was the original inventor of the Company’s product, to perform certain outsourced research and development functions. The Company’s chief executive officer is also the president, chief executive officer and chairman of the board of directors of the service provider and owns approximately 11% of that entity’s outstanding common stock. In addition, two members of the Company’s board of directors are directors and minority shareholders of the service provider. The Company has an agreement with the service provider which provides that the service provider will perform 80 hours per week of research and development work in exchange for a monthly fee, in the amount of $25,000 through June 2010 and $30,000 through December 2010. For the years ended June 30, 2010 and 2009, expenses for these services totaled approximately $280,000 and $115,000 respectively, and such expenses are included in research and development expense in the income statement.

Also see Notes 1 and 5 for additional related party transactions with Company directors.

Table of Contents

Note 11. Subsequent Events

On August 13, 2010, The Company completed an initial public stock offering (IPO) of 1,700,000 shares of common stock at an offering price of $4.00 per share. In addition, the Company received notice on September 23, 2010 that the underwriter in the IPO would acquire an additional 200,000 pursuant to exercise of a portion of its over-allotment option. After deducting the payment of underwriting discounts, commissions and offering costs, the net proceeds from the sale of shares in the IPO and pursuant to the over-allotment option will be approximately $5,990,000. In connection with the IPO and the exercise of the over-allotment option, the Company also issued to Feltl warrants to purchase up to 190,000 additional shares of the Company's common stock at a price of $4.80 per share.

The changes to the balance sheet adjusted for the IPO, over-allotment and subsequent $500,000 payment to the revolving line of credit are as follows:

	June 30, 2010	
	Audited	Proforma (Unaudited)
Assets	$ 14,143,237	$ 19,634,039
Liabilities	6,680,623	6,180,623
Stockholders' equity	7,462,614	13,453,416

Under the terms of the Company's credit facility with U.S. Bank, the Company is required to immediately pay to the bank any net proceeds raised from an equity offering. The bank has agreed to waive this requirement as it relates to the initial public offering.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: October 15, 2010

/s/ Robert D. Hansen
Robert D. Hansen
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	*Title*	*Date*
/s/ Robert D. Hansen Robert D. Hansen	Co-Founder, Chairman and Chief Executive Officer (principal executive officer)	October 15, 2010
/s/ Terry M. Belford Terry M. Belford, CPA, CMA	Chief Financial Officer (principal financial officer and principal accounting officer)	October 15, 2010
* Craig N. Hansen	Co-Founder and Director	October 15, 2010
* Dr. Noel D. Collis, MD	Director	October 15, 2010
* Thomas M. Hagedorn	Director	October 15, 2010
* Dr. George H. Winn, DDS	Director	October 15, 2010

*By: /s/ Robert D. Hansen
Robert D. Hansen, as attorney-in-fact pursuant to power of attorney previously filed.

EXHIBIT 31.1

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Robert D. Hansen, certify that:

1. I have reviewed this Form 10-K Amendment of Electromed, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in the this report, fairly present in all material respects the financial condition, results of operation, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 15, 2010

By: /s/ Robert D. Hansen
Chief Executive Officer

EXHIBIT 31.2

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Terry M. Belford, certify that:

1. I have reviewed this Form 10-K Amendment of Electromed, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in the this report, fairly present in all material respects the financial condition, results of operation, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 15, 2010

By: /s/ Terry M. Belford
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Electromed, Inc. (the “Company”) on Form 10-K Amendment for the year ended June 30, 2010, as filed with the Securities and Exchange Commission (the “Report”), I, Robert D. Hansen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 15, 2010

/s/ Robert D. Hansen
Robert D. Hansen
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Electromed, Inc. (the “Company”) on Form 10-K Amendment for the year ended June 30, 2010, as filed with the Securities and Exchange Commission (the “Report”), I, Terry M. Belford, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 15, 2010

/s/ Terry M. Belford
Terry M. Belford
Chief Financial Officer