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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): March 15, 2012**

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**ADTRAN, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-24612**  
(Commission  
File Number)

**63-0918200**  
(IRS Employer  
Identification No.)

**901 Explorer Boulevard, Huntsville, Alabama 35806-2807**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (256) 963-8000**

(Former name or former address, if changed since last report)

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

On March 15, 2012, ADTRAN, Inc. issued a press release announcing expected results for the fiscal quarter ended March 31, 2012.

A copy of the press release announcing such expected results is attached as Exhibit 99.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are furnished as part of this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued March 15, 2012.

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**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 on March 15, 2012.

**ADTRAN, Inc.**  
**(Registrant)**

By: /s/ James E. Matthews

James E. Matthews  
Senior Vice President—Finance,  
Chief Financial Officer, Treasurer,  
Secretary and Director  
(Principal Accounting Officer)

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**EXHIBIT INDEX**

Exhibit Number

Description

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99.1

Press Release issued March 15, 2012.

**ADTRAN, INC. ANNOUNCES REVISED FIRST QUARTER  
REVENUE AND EARNINGS ESTIMATE**

HUNTSVILLE, ALABAMA—ADTRAN, Inc. (NASDAQ: ADTN) announced revised revenue and earnings estimates for the first quarter ending March 31, 2012. Based upon information currently available, revenue for the quarter is expected to range from \$130 million to \$135 million. GAAP earnings per share for the quarter, assuming dilution, are expected to range from \$0.17 to \$0.20. Non-GAAP earnings per share for the quarter are expected to range from \$0.22 to \$0.25. Non-GAAP earnings per share exclude the effect of acquisition related expenses, amortizations and adjustments related to the acquisition of Bluesocket, Inc. and the planned acquisition of the NSN Broadband Access business, and stock compensation expense.

ADTRAN Chief Executive Officer Tom Stanton stated, “Two issues impacted us in the first quarter. The first was a slower than normal start to the seasonal buying pattern at some of our carrier customers. The second, which had a greater impact, was a delay in both the start and ramp of orders from a carrier customer due to new system implementations. Order rates for the month of March have substantially improved and we are encouraged that the prior slowdown that we experienced is behind us.”

The Company reported that acquisition related expenses, amortizations and adjustments related to the acquisition of Bluesocket, Inc. and the planned acquisition of the NSN Broadband Access business is estimated to reduce diluted earnings per share by \$0.02 for the first quarter 2012.

The Company also reported that stock-based compensation expense is estimated to reduce diluted earnings per share by \$0.03 for the first quarter of 2012.

The Company confirmed that its first quarter conference call will be held Wednesday, April 11, 2012 at 9:30 a.m. Central Time. This conference call will be web cast live through StreetEvents.com. To listen, simply visit the Investor Relations site at <http://www.adtran.com> or <http://streetevents.com> approximately 10 minutes prior to the start of the call and click on the conference call link provided.

An online replay of the conference call will be available for seven days at <http://streetevents.com>. In addition, an online replay of the conference call, as well as the text of the Company’s earnings release, will be available on the Investor Relations site at <http://www.adtran.com> for at least 12 months following the call.

ADTRAN, Inc. is a leading global provider of networking and communications equipment, with a portfolio of more than 1,700 solutions. ADTRAN’s products enable voice, data, video, and Internet communications across a variety of network infrastructures. ADTRAN solutions are currently in use by service providers, private enterprises, government organizations, and millions of individual users worldwide.

For more information, contact the company at 800 9ADTRAN (800 923-8726) or via email at [info@adtran.com](mailto:info@adtran.com). On the Web, visit [www.adtran.com](http://www.adtran.com).

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This press release contains forward-looking statements which reflect management's best judgment based on factors currently known. However, these statements involve risks and uncertainties, including the successful development and market acceptance of new products, the degree of competition in the market for such products, the product and channel mix, component costs, manufacturing efficiencies, and other risks detailed in our annual report on Form 10-K for the year ended December 31, 2011. These risks and uncertainties could cause actual results to differ materially from those in the forward-looking statements included in this press release.

**CONTACT:**

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