

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): **April 10, 2012**

ADTRAN, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

0-24612

(Commission file number)

63-0918200

*(I.R.S. Employer
Identification Number)*

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

(256) 963-8000

(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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Item 2.02 Results of Operations and Financial Condition.

On April 10, 2012, ADTRAN, Inc. announced its financial results for the fiscal quarter ended March 31, 2012 and certain other information.

ADTRAN also announced that its Board of Directors declared a quarterly cash dividend of \$0.09 per common share to be paid to holders of record at the close of business on April 26, 2012. The ex-dividend date is April 24, 2012 and the payment date is May 10, 2012.

A copy of ADTRAN's press release announcing such financial results and other information is attached as Exhibit 99.1 hereto and incorporated by reference herein.

In addition, ADTRAN has posted supplemental information regarding revenues by product category, subcategory and segment for the fiscal quarter ended March 31, 2012 on the Investor Relations page of its website, www.adtran.com. A copy of the supplemental information is attached as Exhibit 99.2 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 dated April 10, 2012.
99.2	Revenues by product and segment classification

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 April 11, 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)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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ADTRAN, Inc. Reports Results for the First Quarter 2012 and Declares Quarterly Cash Dividend

HUNTSVILLE, Ala.--(BUSINESS WIRE)--April 10, 2012--ADTRAN, Inc. (NASDAQ:ADTN) reported results for the first quarter 2012. For the quarter, sales were \$134,735,000 compared to \$165,522,000 for the first quarter of 2011. Net income was \$12,960,000 for the quarter compared to \$34,258,000 for the first quarter of 2011. Earnings per share, assuming dilution, were \$0.20 for the quarter compared to \$0.52 for the first quarter of 2011. Non-GAAP earnings per share for the quarter were \$0.25 compared to \$0.55 for the first quarter of 2011. 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. The reconciliation between GAAP earnings per share, diluted, and non-GAAP earnings per share, diluted, is in the table provided.

ADTRAN Chief Executive Officer Tom Stanton stated, "As expected, we saw an improvement late in the quarter after a slower than normal start in carrier spending. As a result of this slow start, Broadband Access revenues for the quarter were \$49.5 million, in range with the same period last year. Our Internetworking category saw another strong performance with revenues of \$41.0 million, an increase of 25% from the same period last year. Revenues for our core product areas in total for the quarter were \$104.7 million, basically flat compared to the same period last year. Although the quarter did not meet our initial expectations, we believe the issues relate to timing, not market positioning, and that our strategic areas of focus are well aligned with global market trends and will provide long term growth for our company."

The Company also announced that its Board of Directors declared a cash dividend for the first quarter of 2012. The quarterly cash dividend is \$0.09 per common share to be paid to holders of record at the close of business on April 26, 2012. The ex-dividend date is April 24, 2012 and the payment date is May 10, 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. On the Web, visit www.adtran.com.

To supplement our consolidated financial statements presented on a GAAP basis, ADTRAN, Inc. uses non-GAAP measures of net income per share, which are adjusted to exclude certain costs and expenses we believe appropriate to enhance an overall understanding of our past financial performance. The presentation of this additional information is not meant to be considered in isolation or as a substitute for diluted net income per share prepared in accordance with generally accepted accounting principles in the United States.

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.

Condensed Consolidated Balance Sheet
Unaudited
(In thousands)

	March 31, 2012	December 31, 2011
Assets		
Cash and cash equivalents	\$ 36,539	\$ 42,979
Short-term investments	161,535	159,347
Accounts receivable, net	74,796	76,130
Other receivables	8,037	9,743
Inventory	95,805	87,800
Prepaid expenses	3,861	3,119
Deferred tax assets, net	12,548	12,125
Total Current Assets	393,121	391,243
Property, plant and equipment, net	76,502	75,295
Deferred tax assets, net	5,633	8,345
Goodwill	3,492	3,492
Other assets	6,831	7,131
Long-term investments	367,474	332,008
Total Assets	\$ 853,053	\$ 817,514
Liabilities and Stockholders' Equity		
Accounts payable	\$ 31,235	\$ 29,404
Unearned revenue	11,376	9,965
Accrued expenses	6,479	5,876
Accrued wages and benefits	12,158	13,518
Income tax payable, net	10,186	3,169
Total Current Liabilities	71,434	61,932
Other non-current liabilities	21,588	16,951
Bonds payable	46,500	46,500
Total Liabilities	139,522	125,383
Stockholders' Equity	713,531	692,131
Total Liabilities and Stockholders' Equity	\$ 853,053	\$ 817,514

Consolidated Statements of Income
Unaudited
(In thousands, except per share data)

	Three Months Ended	
	March 31,	
	2012	2011
Sales	\$ 134,735	\$ 165,522
Cost of sales	60,648	66,727
Gross Profit	74,087	98,795
Selling, general and administrative expenses	33,111	29,552
Research and development expenses	24,795	23,637
Operating Income	16,181	45,606
Interest and dividend income	1,861	1,789
Interest expense	(588)	(602)
Net realized investment gain	2,467	2,767
Other income (expense), net	141	(125)
Income before provision for income taxes	20,062	49,435
Provision for income taxes	(7,102)	(15,177)
Net Income	\$ 12,960	\$ 34,258
Weighted average shares outstanding - basic	63,809	64,189
Weighted average shares outstanding - diluted ⁽¹⁾	64,849	65,957
Earnings per common share - basic	\$ 0.20	\$ 0.53
Earnings per common share - diluted ⁽¹⁾	\$ 0.20	\$ 0.52

⁽¹⁾ Assumes exercise of dilutive stock options calculated under the treasury stock method.

Consolidated Statements of Comprehensive Income
Unaudited
(In thousands)

	Three Months Ended	
	March 31,	
	2012	2011
Net income	\$ 12,960	\$ 34,258
Other comprehensive income, net of tax		
Net change in unrealized gains (losses) on marketable securities	6,755	(2,651)
Reclassification adjustment for amounts included in net income	2	(159)
Foreign currency translation	153	87
Other comprehensive income (loss), net of tax	6,910	(2,723)
Comprehensive income	\$ 19,870	\$ 31,535

Supplemental Information
Acquisition Related Expenses, Amortizations and Adjustments
Unaudited
(In thousands)

On August 4, 2011, we closed on the acquisition of Bluesocket, Inc. and on December 12, 2011, we announced the planned acquisition of the Nokia Siemens Networks Broadband Access business (NSN BBA). Acquisition related expenses, amortizations and adjustments for the three months ended March 31, 2012 for both transactions are as follows:

	Three Months Ended March 31, 2012
<i>Bluesocket, Inc. acquisition</i>	
Amortization of acquired intangible assets	\$ 218
Amortization and adjustments of other acquisition related non-cash items	266
Subtotal	\$ 484
<i>Planned NSN BBA acquisition</i>	
Acquisition related professional fees, travel and other expenses	1,580
Total acquisition related expenses, amortizations and adjustments	\$ 2,064
Tax effect	(803)
Total acquisition related expenses, amortizations and adjustments, net of tax	\$ 1,261
The acquisition related expenses, amortizations and adjustments above were recorded in the following Consolidated Statements of Income categories for the three months ended March 31, 2012:	
Revenue (adjustments to deferred revenue recognized in the period)	\$ 146
Cost of goods sold	137
Subtotal	\$ 283
Selling, general and administrative expenses	1,561
Research and development expenses	220
Subtotal	\$ 1,781
Total acquisition related expenses, amortizations and adjustments	\$ 2,064
Tax effect	(803)
Total acquisition related expenses, amortizations and adjustments, net of tax	\$ 1,261

Supplemental Information
Stock-based Compensation Expense
Unaudited
(In thousands)

	Three Months Ended	
	March 31,	
	2012	2011
Stock-based compensation expense included in cost of sales	\$ 101	\$ 91
Selling, general and administrative expense	1,051	1,007
Research and development expense	1,069	991
Stock-based compensation expense included in operating expenses	2,120	1,998
Total stock-based compensation expense	2,221	2,089
Tax benefit for expense associated with non-qualified options	(301)	(440)
Total stock-based compensation expense, net of tax	\$ 1,920	\$ 1,649

**Reconciliation of GAAP net income per share, diluted, to
Non-GAAP net income per share, diluted
(Unaudited)**

	Three Months Ended March, 31,	
	2012	2011
GAAP earnings per common share - diluted	\$ 0.20	\$ 0.52
Acquisition-related costs	0.02	-
Stock-based compensation expense	0.03	0.03
Non-GAAP earnings per common share - diluted	\$ 0.25	\$ 0.55

Consolidated Statements of Cash Flows
Unaudited
(In thousands)

	Three Months Ended	
	March 31,	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 12,960	\$ 34,258
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,095	2,724
Amortization of net premium on available-for-sale investments	2,171	1,299
Net realized gain on long-term investments	(2,467)	(2,767)
Net (gain) loss on disposal of property, plant and equipment	(214)	12
Stock-based compensation expense	2,221	2,089
Deferred income taxes	(2,030)	877
Tax benefit from stock option exercises	1,492	9,942
Excess tax benefits from stock-based compensation arrangements	(1,153)	(8,847)
Change in operating assets and liabilities:		
Accounts receivable, net	1,334	(13,562)
Other receivables	1,706	(8,725)
Income tax receivable, net	-	2,741
Inventory	(8,005)	(4,760)
Prepaid expenses and other assets	(710)	(216)
Accounts payable	1,831	10,117
Accrued expenses and other liabilities	5,287	9,606
Income tax payable, net	7,017	1,699
Net cash provided by operating activities	24,535	36,487
Cash flows from investing activities:		
Purchases of property, plant and equipment	(4,086)	(3,045)
Proceeds from disposals of property, plant and equipment	266	-
Proceeds from sales and maturities of available-for-sale investments	69,364	161,687
Purchases of available-for-sale investments	(95,646)	(224,459)
Net cash used in investing activities	(30,102)	(65,817)
Cash flows from financing activities:		
Proceeds from stock option exercises	3,560	31,815
Dividend payments	(5,739)	(5,775)
Excess tax benefits from stock-based compensation arrangements	1,153	8,847
Net cash provided by (used in) financing activities	(1,026)	34,887
Net increase (decrease) in cash and cash equivalents	(6,593)	5,557
Effect of exchange rate changes	153	87
Cash and cash equivalents, beginning of period	42,979	31,677
Cash and cash equivalents, end of period	\$ 36,539	\$ 37,321

CONTACT:

ADTRAN, Inc.

Jim Matthews, 256-963-8775

Senior Vice President/CFO

or

INVESTOR SERVICES/ASSISTANCE:

Gayle Ellis, 256-963-8220

Product and Segment Revenues
Unaudited
(In thousands)

	Three Months Ended	
	March 31,	
	2012	2011
Product Revenues:		
Carrier Systems	\$ 71,258	\$ 86,750
Business Networking	43,142	36,363
Loop Access	20,335	42,409
Total	\$ 134,735	\$ 165,522
Subcategories included in the above:		
Broadband Access (included in Carrier Systems)	\$ 49,482	\$ 51,782
Optical (included in Carrier Systems)	14,255	20,916
Internetworking (Netvanta & Multi-service Access Gateways) (included in Business Networking)	40,974	32,883
Total Core Products	\$ 104,711	\$ 105,581
Percentage of Total Revenue	78%	64%
HDSL (does not include T1) (included in Loop Access)	\$ 18,959	\$ 40,945
Other Products (excluding HDSL)	11,065	18,996
Total Legacy Products	\$ 30,024	\$ 59,941
Percentage of Total Revenue	22%	36%
Total	\$ 134,735	\$ 165,522
Segment Revenues:		
Carrier Networks	\$ 96,654	\$ 132,360
Enterprise Networks	38,081	33,162
Total	\$ 134,735	\$ 165,522
Sales by Geographic Region:		
United States	\$ 116,443	\$ 153,113
International	18,292	12,409
Total	\$ 134,735	\$ 165,522