

TELKONET INC  
Form 8-K  
April 30, 2012

**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 30, 2012**

**TELKONET, INC.**

(Exact name of registrant as specified in its charter)

Utah    000-31972    87-0627421  
(State or other jurisdiction (Commission (IRS Employer  
  
of incorporation)                              File Number) Identification No.)

10200 Innovation Drive, Suite 300  
  
Milwaukee, Wisconsin    53226  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (414) 223-0473

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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:

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))

**Item 7.01. Regulation FD Disclosure.**

On April 30, 2012, Telkonet, Inc. (the “Company”), issued a press release that included guidance with respect to management’s expectations for fiscal 2012 operating results. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	<u>Description</u>
99.1	Press Release dated April 30, 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.

Dated: April 30, 2012 TELKONET, INC.

By: /s/ Jason L. Tienor  
Jason L. Tienor, President and  
Chief Executive Officer

**EXHIBIT INDEX**

Exhibit No. Description

99.1 Press Release dated April 30, 2012.