

ANDREA ELECTRONICS CORP  
Form 8-K/A  
January 22, 2015

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**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 24, 2014

ANDREA ELECTRONICS CORPORATION  
(Exact name of registrant as specified in its charter)

New York  
(State or other Jurisdiction of  
incorporation or organization)

1-4324  
(Commission  
File Number)

11-0482020  
(IRS Employer  
Identification No.)

65 Orville Drive, Bohemia, New York 11716  
(Address of principal executive offices)

(631) 719-1800  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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))
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**Item 1.01 Entry Into a Definitive Material Agreement.**

As previously disclosed in the Current Report on Form 8-K dated December 24, 2014 (the Original Form 8-K ), Andrea Electronics Corporation (the Company ) entered into an Amended and Restated Revenue Sharing and Note Purchase Agreement (the Amended and Restated Agreement ) with AND34 Funding LLC (acting as the Revenue Participants, the Note Purchasers, and the Collateral Agent ), retroactively effective as of February 14, 2014. Due to an administrative error, the version of the Amended and Restated Agreement filed as an exhibit to the Original Form 8-K was not the final version of the Amended and Restated Agreement. This Form 8-K/A amends the Original Form 8-K solely to attach the correct final version of the Amended and Restated Agreement.

The Amended and Restated Agreement attached as Exhibit 1.1 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is included herewith.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Amended and Restated Revenue Sharing and Note Purchase Agreement by and among Andrea Electronics Corporation and AND34 Funding LLC dated as of December 24, 2014, retroactively effective as of February 14, 2014.*

\* Confidential treatment has been requested with respect to portions of this exhibit pursuant to Rule 24b-2 of the Exchange Act and these confidential portions have been redacted from the document filed as an exhibit to this current report. A complete copy of this agreement, including the redacted terms, has been separately filed with the SEC.

**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.

ANDREA ELECTRONICS CORPORATION

Dated: January 21, 2015

By: /s/ Corisa L. Guiffre  
Corisa L. Guiffre  
Vice President and Chief Financial Officer

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