

INTRICON CORP  
Form 8-K  
May 03, 2011

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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) April 27, 2011**

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**INTRICON CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-5005**  
(Commission File Number)

**23-1069060**  
(IRS Employer Identification No.)

**1260 Red Fox Road, Arden Hills, MN 55112**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (651) 636-9770**

N/A

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(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))

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

The following information is being provided pursuant to Item 2.02. Such information, including Exhibit 99.1 attached hereto, should not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

On May 3, 2011, IntriCon Corporation (the Company) announced earnings for the quarter ended March 31, 2011. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders of the Company was held on April 27, 2011. At the meeting, the Company's shareholders (i) re-elected Robert N. Masucci as a director of the Company for a term of three years and until his successor is duly elected and qualified; (ii) approved an amendment to the Company's Employee Stock Purchase Plan to increase the number of shares which may be purchased under that plan by 100,000 shares, as more fully described in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 24, 2011; and (iii) ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent auditor for fiscal year 2011.

The terms of the following directors continued after the meeting: Nicholas A. Giordano, Mark S. Gorder, Michael J. McKenna and Philip N. Seamon.

The tabulation of votes for each proposal is as follows:

(1) *Election of Director:*

| <b>Nominee</b>    | <b>Votes For</b> | <b>Withheld Authority</b> | <b>Broker Non-Votes</b> |
|-------------------|------------------|---------------------------|-------------------------|
| Robert N. Masucci | 2,299,074        | 16,589                    | 2,237,979               |

(2) *Amendment of Employee Stock Purchase Plan:*

|                         |           |
|-------------------------|-----------|
| <b>Votes For</b>        | 2,247,657 |
| <b>Votes Against</b>    | 66,852    |
| <b>Votes Abstained</b>  | 1,154     |
| <b>Broker Non-Votes</b> | 2,237,979 |

(3) *Ratification of Appointment of Independent Auditor:*

|                         |           |
|-------------------------|-----------|
| <b>Votes For</b>        | 4,517,471 |
| <b>Votes Against</b>    | 23,609    |
| <b>Votes Abstained</b>  | 12,562    |
| <b>Broker Non-Votes</b> |           |

**Item 7.01 Regulation FD Disclosure.**

The following information is being provided pursuant to Item 7.01. Such information, including Exhibit 99.1 attached hereto, should not be deemed filed for purposes of Section 18 of the Exchange Act.

The information contained under Item 2.02 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>               |
|--------------------|----------------------------------|
| 99.1               | Press Release dated May 3, 2011. |

**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.

**INTRICON CORPORATION**

By: /s/ Scott Longval  
Name: Scott Longval  
Title: Chief Financial Officer

Date: May 3, 2011

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**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>               |
|--------------------|----------------------------------|
| 99.1               | Press Release dated May 3, 2011. |

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