

INTRICON CORP  
Form 8-K  
April 23, 2010

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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 21, 2010**

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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**

(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 1.01 Entry into a Material Definitive Agreement.**

**Approval of Amendment to 2006 Equity Incentive Plan**

At the Annual Meeting of Shareholders of IntriCon Corporation (the Company) held on April 21, 2010, shareholders approved an amendment (the Amendment) to the Company's 2006 Equity Incentive Plan (as amended, the Plan). The Amendment was approved by the Company's board of directors in March, 2010, subject to shareholder approval.

The Amendment increases (i) the authorized number of shares of the Company's common stock (Common Shares) reserved and issuable under the Plan by an additional 250,000 Common Shares and (ii) the maximum number of incentive stock options that may be granted under the Plan to be the same as the maximum number of Common Shares that may be granted under the Plan.

The foregoing is a summary of the material provisions of the Amendment. This summary is not intended to be complete and is qualified in its entirety by reference to the Plan.

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

(a) The Annual Meeting of Shareholders of the Company was held on April 21, 2010.

(b) At the meeting, the Company's shareholders (i) re-elected Michael J. McKenna and Mark S. Gorder as directors of the Company, each for a term of three years and until their respective successor is duly elected and qualified; (ii) approved the Amendment to the Plan, as more fully described in the Company's Proxy Statement filed with the Securities and Exchange Commission (SEC) on March 15, 2010; and (iii) ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent auditor for fiscal year 2010.

The terms of the following directors continued after the meeting: Nicholas A. Giordano, Robert N. Masucci and Philip N. Seamon.

The tabulation of votes for each proposal is as follows:

(1) *Election of Directors:*

| <b>Nominee</b>     | <b>Votes For</b> | <b>Withheld Authority</b> | <b>Broker Non-Votes</b> |
|--------------------|------------------|---------------------------|-------------------------|
| Michael J. McKenna | 2,061,848        | 742,365                   | 1,989,660               |
| Mark S. Gorder     | 2,780,938        | 23,275                    | 1,989,660               |

(2) *Amendment of 2006 Equity Incentive Plan:*

|                         |           |
|-------------------------|-----------|
| <b>Votes For</b>        | 1,880,184 |
| <b>Votes Against</b>    | 914,064   |
| <b>Votes Abstained</b>  | 9,965     |
| <b>Broker Non-Votes</b> | 1,989,660 |

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

|                      |           |
|----------------------|-----------|
| <b>Votes For</b>     | 4,777,697 |
| <b>Votes Against</b> | 15,397    |

**Votes Abstained**  
**Broker Non-Votes**

779

(c) Not applicable.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | 2006 Equity Incentive Plan, as amended (management contract, compensatory plan or arrangement) (incorporated by reference from Appendix A to the Company's proxy statement filed with the SEC on March 15, 2010). |

**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: April 23, 2010

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**Exhibit Index**

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