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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On February 5, 2014, the Board of Directors of IntriCon Corporation (the “Company”) approved an Amendment to Equity Plans which amended each of the following equity plans of the Company to permit the cashless exercise of stock options granted under such plans: (i) the Amended and Restated Non-Employee Directors Stock Option Plan, (ii) the 2001 Stock Option Plan, as amended and (iii) the 2006 Equity Incentive Plan, as amended. Under the Amendment, the cashless exercise payment method will be available for all stock options issued under the plans, regardless of whether the form of option agreement or award contains such a provision.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

10.1 Amendment to Equity Plans (management contract, compensatory plan or arrangement).

**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: February 11, 2014

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**Exhibit Index**

**Exhibit No. Description**

10.1 Amendment to Equity Plans (management contract, compensatory plan or arrangement).

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