

INTRICON CORP  
Form 8-K  
April 25, 2014

**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 23, 2014**

**INTRICON CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of incorporation)

**1-5005**

(Commission

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))

**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 23, 2014.

(b) 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, on an advisory basis, the Company’s executive compensation as disclosed in the Company’s proxy statement, referred to as “say-on-pay”; and (iii) ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company’s independent auditor for fiscal year 2014.

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 Directors:*

<b>Nominee</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Authority Broker</b>	<b>Non-Votes</b>
Robert N. Masucci	2,590,154	68,179		2,077,097

(2) *Approval of Executive Compensation (“Say-on-Pay”):*

<b>Votes For</b>	2,342,128
<b>Votes Against</b>	92,374
<b>Votes Abstained</b>	223,831
<b>Broker Non-Votes</b>	2,077,097

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

<b>Votes For</b>	4,709,266
<b>Votes Against</b>	26,164
<b>Votes Abstained</b>	0

**Broker Non-Votes** —

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**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 24, 2014