

INTRICON CORP  
Form 8-K  
April 30, 2013

**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 24, 2013**

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**INTRICON CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**                                  **1-5005**                                  **23-1069060**  
(State or other jurisdiction of incorporation) (Commission File Number) (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)

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 24, 2013.

(b) At the meeting, the Company’s shareholders: (i) re-elected Mark S. Gorder and Michael J. McKenna as directors of the Company, each for a term of three years and until their respective 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”; (iii) approved, on an advisory basis, that the “say-on-pay” vote should occur every year, referred to as “say-on-frequency”; and (iv) ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company’s independent auditor for fiscal year 2013.

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</b>	<b>Authority Broker</b>	<b>Non-Votes</b>
Mark S. Gorder	2,444,382	21,218		2,057,746
Michael J. McKenna	1,761,102	704,498		2,057,746

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

<b>Votes For</b>	2,155,714
<b>Votes Against</b>	76,830
<b>Votes Abstained</b>	233,056
<b>Broker Non-Votes</b>	2,057,746

(3) *Proposal on Frequency of Executive Compensation Vote (“Say-on-Frequency”)*

<b>Votes For Every Year</b>	1,136,743
<b>Votes For Every Two Years</b>	30,125
<b>Votes For Every Three Years</b>	1,057,994
<b>Votes Abstained</b>	240,738

(4)

*Ratification of Appointment of Independent Auditor:*

<b>Votes For</b>	4,510,523
<b>Votes Against</b>	69
<b>Votes Abstained</b>	12,754
<b>Broker Non-Votes</b>	---

In accordance with the shareholders' recommendation, the Company's Board has determined to hold the advisory vote on executive compensation every year until the Company holds another advisory vote on the frequency of the advisory vote on executive officer compensation, which will occur no later than the Company's annual meeting in 2019.

**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 30, 2013