INTRICON CORP
Form S-8
May 02, 2011

As filed with the Securities and Exchange Commission on May 2, 2011

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTRICON CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of incorporation or organization)	**23-1069060** (I.R.S. Employer Identification Number)
1260 Red Fox Road, Arden Hills, MN (Address of Principal Executive Offices)	**55112** (Zip Code)

2007 Employee Stock Purchase Plan, as amended
(Full title of the Plan)

Scott Longval, Chief Financial Officer
IntriCon Corporation
1260 Red Fox Road, Arden Hills, MN 55112
(Name and address of agent for service)

(651) 636-9770
(Telephone number, including area code, of agent for service)

Copy to:
Francis E. Dehel
Blank Rome LLP
One Logan Square, 18th & Cherry Streets
Philadelphia, PA 19103
Telephone: (215) 569-5500
Facsimile: (215) 832-5532

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o		Accelerated filer o
Non-accelerated filer o	(Do not check if a smaller reporting company)	Smaller reporting company x

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(3)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value $1.00 per share	100,000	$4.70	$470,000.00	$55.00

(1) Represents additional shares of the registrant s common stock issuable under the registrant s 2007 Employee Stock Purchase Plan (Plan) as a result of an amendment to the Plan approved by the Company s shareholders on April 27, 2011 (the Amendment).

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act of 1933, as amended, based upon the average of the high and low prices of the registrant's common stock as reported on the Nasdaq Global Market on April 29, 2011.

(3) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also includes such indeterminate number of shares of common stock as may be issued pursuant to certain anti-dilution provisions contained in the Plan.

Pursuant to General Instruction E of Form S-8, the registrant hereby makes the following statement:

This Registration Statement on Form S-8 is being filed by the registrant to register an additional 100,000 shares of its common stock which, pursuant to the Amendment, are issuable under the Plan. These 100,000 shares are in addition to the 100,000 shares of the registrant s common stock which were previously registered pursuant to the registrant s Registration Statement on Form S-8 (Commission File No. 333-145577) filed with the Securities and Exchange Commission (the SEC) on August 20, 2007 (the Prior Registration Statement). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

5.1 Opinion of Blank Rome LLP.

10.1 2007 Employee Stock Purchase 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 24, 2011).

23.1 Consent of Baker Tilly Virchow Krause, LLP.

23.2 Consent of Blank Rome LLP (included in Exhibit 5.1).

24.1 Power of Attorney (included on signature page of this registration statement).

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on May 2, 2011.

INTRICON CORPORATION

By	/s/ Scott Longval Scott Longval Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark S. Gorder and Scott Longval, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documentation in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	**Title(s)**	**Date**
/s/ Michael J. McKenna Michael J. McKenna	Chairman of the Board	May 2, 2011
/s/ Nicholas A. Giordano Nicholas A. Giordano	Director	May 2, 2011
/s/ Robert N. Masucci Robert N. Masucci	Director	May 2, 2011

/s/ Philip N. Seamon Philip N. Seamon	Director	May 2, 2011
/s/ Mark S. Gorder Mark S. Gorder	Chief Executive Officer (Principal Executive Officer) and Director	May 2, 2011
/s/ Scott Longval Scott Longval	Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)	May 2, 2011