INTRICON CORP
Form 10-Q
May 13, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

or

o TRANSITION REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 1-5005

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 No.)

1260 Red Fox Road
Arden Hills, Minnesota
(Address of principal executive offices)

55112
(Zip Code)

(651) 636-9770
(Registrant s telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o No

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

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

o Yes x No

The number of outstanding shares of the registrant s common stock, $1.00 par value, on April 30, 2013 was 5,694,392.

INTRICON CORPORATION

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PART I: FINANCIAL INFORMATION

ITEM 1. Financial Statements

INTRICON CORPORATION
Consolidated Condensed Balance Sheets
(In Thousands, Except Per Share Amounts)

	March 31, 2013 (Unaudited)	December 31, 2012
Current assets:		
Cash	$ 172	$ 226
Restricted cash	550	563
Accounts receivable, less allowance for doubtful accounts of $166 at March 31, 2013 and $154 at December 31, 2012	7,108	7,171
Inventories	11,635	11,117
Other current assets	1,977	1,483
Total current assets	21,442	20,560
Machinery and equipment	40,650	40,796
Less: Accumulated depreciation	34,343	34,012
Net machinery and equipment	6,307	6,784
Goodwill	9,709	9,709
Investment in partnerships	715	773
Other assets, net	1,250	1,306
Total assets	$ 39,423	$ 39,132
Current liabilities:		
Checks written in excess of cash	$ 849	$ 637
Current maturities of long-term debt	2,509	2,945
Accounts payable	4,171	4,045
Accrued salaries, wages and commissions	2,007	1,786
Deferred gain	110	110
Income taxes payable	2	96
Other accrued liabilities	2,915	2,048
Total current liabilities	12,563	11,667
Long-term debt, less current maturities	7,015	7,222
Other postretirement benefit obligations	582	590
Accrued pension liabilities	495	510
Deferred gain	248	275
Other long-term liabilities	106	146
Total liabilities	21,009	20,410
Commitments and contingencies (note 10)		
Shareholders equity:		
Common stock, $1.00 par value per share; 20,000 shares authorized; 5,693 and 5,687 shares issued and outstanding at March 31, 2013 and December 31, 2012, respectively	5,693	5,687
Additional paid-in capital	15,950	15,797
Accumulated deficit	(2,831)	(2,360)
Accumulated other comprehensive loss	(398)	(402)
Total shareholders equity	18,414	18,722
Total liabilities and shareholders equity	$ 39,423	$ 39,132

(See accompanying notes to the consolidated condensed financial statements)

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INTRICON CORPORATION
Consolidated Condensed Statements of Operations
(In Thousands, Except Per Share Amounts)

	Three Months Ended	
	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Sales, net	$ 14,633	$ 16,524
Cost of sales	11,149	12,367
Gross profit	3,484	4,157
Operating expenses:		
Sales and marketing	892	875
General and administrative	1,659	1,626
Research and development	1,301	1,137
Total operating expenses	3,852	3,638
Operating income (loss)	(368)	519
Interest expense	(153)	(179)
Equity in (loss) of partnerships	(58)	(24)
Other income (expense)	98	(39)
Income (loss) before income taxes	(481)	277
Income tax expense (benefit)	(10)	34
Net income (loss)	$ (471)	$ 243
Net income (loss) per share:		
Basic	$ (0.08)	$ 0.04
Diluted	$ (0.08)	$ 0.04
Average shares outstanding:		
Basic	5,687	5,654
Diluted	5,687	5,933

(See accompanying notes to the consolidated condensed financial statements)

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INTRICON CORPORATION
Consolidated Condensed Statements of Comprehensive Income (Loss)
(In Thousands)

	Three Months Ended	
	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Net income (loss)	$ (471)	$ 243
Change in fair value of interest rate swap	35	(1)
Gain (loss) on foreign currency translation adjustment	(31)	14
Comprehensive income (loss)	$ (467)	$ 256

(See accompanying notes to the consolidated condensed financial statements)

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INTRICON CORPORATION
Consolidated Condensed Statements of Cash Flows
(In Thousands)

	Three Months Ended	
	March 31, 2013 (Unaudited)	March 31, 2012 (Unaudited)
Cash flows from operating activities:		
Net income (loss)	$ (471)	$ 243
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	630	541
Stock-based compensation	131	96
Loss on disposition of property	4	13
Change in deferred gain	(28)	(28)
Change in allowance for doubtful accounts	11	(2)
Equity in loss of partnerships	58	24
Changes in operating assets and liabilities:		
Accounts receivable	18	1,014
Inventories	(520)	(39)
Other assets	(510)	(590)
Accounts payable	129	(577)
Accrued expenses	1,082	311
Other liabilities	(67)	(2)
Net cash provided by operating activities	467	1,004
Cash flows from investing activities:		
Purchases of property, plant and equipment	(111)	(398)
Net cash used in investing activities	(111)	(398)
Cash flows from financing activities:		
Proceeds from long-term borrowings	4,571	3,734
Repayments of long-term borrowings	(5,219)	(4,471)
Proceeds from employee stock purchases and exercise of stock options	28	65
Change in restricted cash	3	(18)
Change in checks written in excess of cash	212	172
Net cash used in financing activities	(405)	(518)
Effect of exchange rate changes on cash	(5)	1
Net increase (decrease) in cash	(54)	89
Cash, beginning of period	226	119
Cash, end of period	$ 172	$ 208

(See accompanying notes to the consolidated condensed financial statements)

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Notes to Consolidated Condensed Financial Statements (Unaudited) (In Thousands, Except Per Share Data)

1. General

In the opinion of management, the accompanying consolidated condensed financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to present fairly IntriCon Corporation s (IntriCon or the Company) consolidated financial position as of March 31, 2013 and December 31, 2012, and the consolidated results of its operations for the three months ended March 31, 2013 and 2012. Results of operations for the interim periods are not necessarily indicative of the results of operations expected for the full year or any other interim period.

The Company has evaluated subsequent events occurring after the date of the consolidated financial statements for events requiring recording or disclosure in the financial statements.

2. New Accounting Pronouncements

In February 2013, the FASB expanded the disclosure requirements with respect to changes in accumulated other comprehensive income (AOCI). Under this new guidance, companies will be required to disclose the amount of income (or loss) reclassified out of AOCI to each respective line item on the statements of earnings where net income is presented. The guidance allows companies to elect whether to disclose the reclassification either in the notes to the financial statements or parenthetically on the face of the financial statements. This update is effective for the Company beginning in the fourth quarter of fiscal 2013. Since the accounting guidance only impacts disclosure requirements, its adoption will not have a material impact on the Company s consolidated financial statements.

3. Product Warranty

In general, the Company warrants its products to be free from defects in material and workmanship and will fully conform to and perform to specifications for a period of one year. The following table presents changes in the Company s warranty liability for the three months ended March 31, 2013 and the year ended December 31, 2012:

	March 31, 2013	December 31, 2012
Beginning balance	$ 73	$ 82
Warranty expense		42
Closed warranty claims		(51)
Ending balance	$ 73	$ 73

4. Geographic Information

The geographical distribution of long-lived assets to geographical areas consisted of the following at:

	March 31, 2013	December 31, 2012
United States	$ 4,949	$ 5,263
Other primarily Asia	1,729	1,862
Consolidated	$ 6,678	$ 7,125

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Long-lived assets consist of property and equipment and certain other assets that are difficult to move and relatively illiquid. Excluded from long-lived assets are investments in partnerships, patents, license agreements and goodwill. The Company capitalizes long-lived assets pertaining to the production of specialized parts. These assets are periodically reviewed to assure the net realizable value from the estimated future production based on forecasted cash flows exceeds the carrying value of the assets.

The geographical distribution of net sales to geographical areas for the three months ended March 31, 2013 and 2012 were as follows:

	Three Months Ended	
Net Sales to Geographical Areas	**March 31, 2013**	**March 31, 2012**
United States	$ 9,465	$ 12,060
Germany	295	590
China	1,328	514
Switzerland	439	294
Singapore	119	186
France	412	377
Japan	387	412
United Kingdom	609	601
Turkey	111	197
Hong Kong	204	129
Vietnam	394	296
All other countries	870	868
Consolidated	$ 14,633	$ 16,524

Geographic net sales are allocated based on the location of the customer. All other countries include net sales primarily to various countries in Europe and in the Asian Pacific. Customer concentrations greater than 10% of consolidated net sales and account receivable are disclosed below.

For the three months ended March 31, 2013, one customer accounted for 28% of the Company s consolidated net sales. For the three months ended March 31, 2012, two customers accounted for a combined 33% of the Company s consolidated net sales.

At March 31, 2013, two customers combined accounted for 28% of the Company s consolidated accounts receivable. At December 31, 2012, two customers accounted for accounted for a combined 24% of the Company s consolidated accounts receivable.

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5. Inventories

Inventories consisted of the following at:

	Raw materials	Work-in process	Finished products and components	Total
March 31, 2013				
Domestic	$ 4,289	$ 1,828	$ 2,506	$ 8,623
Foreign	2,283	545	184	3,012
Total	$ 6,572	$ 2,373	$ 2,690	$ 11,635
December 31, 2012				
Domestic	$ 3,993	$ 1,618	$ 2,433	$ 8,044
Foreign	2,555	285	233	3,073
Total	$ 6,548	$ 1,903	$ 2,666	$ 11,117

6. Short and Long-Term Debt

Short and long-term debt is summarized as follows:

	March 31, 2013	December 31, 2012
Domestic Asset-Based Revolving Credit Facility	$ 4,434	$ 4,360
Foreign Overdraft and Letter of Credit Facility	1,415	1,795
Domestic Term-Loan	3,500	3,750
Note Payable Datrix Purchase	175	262
Total Debt	9,524	10,167
Less: Current maturities	(2,509)	(2,945)
Total Long-Term Debt	$ 7,015	$ 7,222

Domestic Credit Facilities

The Company and its domestic subsidiaries are parties to a credit facility with The PrivateBank and Trust Company. The credit facility, as amended, provides for:

an $8,000 revolving credit facility, with a $200 sub facility for letters of credit. Under the revolving credit facility, the availability of funds depends on a borrowing base composed of stated percentages of the Company s eligible trade receivables and eligible inventory, and eligible equipment less a reserve; and

a term loan in the original amount of $4,000.

In December 2012, the Company and its domestic subsidiaries entered into a Fifth Amendment to the Loan and Security Agreement with The PrivateBank and Trust Company. The amendment, among other things:

permitted the Company to borrow an additional $1,250 under the term loan by increasing the then current principal balance of the term loan from $2,750 to $4,000, while keeping the existing amortization schedule in place.

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- increased the inventory cap on the borrowing base from $3,000 to $3,500 and removed eligible equipment from the base. Under the revolving credit facility as amended, the availability of funds depends on a borrowing base composed of stated percentages of the Company s eligible trade receivables and inventory, less a reserve;
- eliminated the minimum EBITDA covenant and amended certain other financial covenants; and
- changed the dates when covenant compliance will be tested from monthly to quarterly.

The Company was in compliance with all applicable covenants under the credit facility, as amended, as of March 31, 2013.

In March 2012, the Company entered into an amendment with The PrivateBank to waive certain covenant violations at December 31, 2011 and reset certain covenants in the agreement. In August 2012, the credit facility was amended to amend the fixed charge covenant ratio and to consent to the Global Coils sale and the application of the proceeds to the pay down of the revolving credit facility.

Loans under the credit facility are secured by a security interest in substantially all of the assets of the Company and its domestic subsidiaries including a pledge of the stock of its domestic subsidiaries. Loans under the credit facility bear interest at varying rates based on the Company s leverage ratio of funded debt / EBITDA, at the option of the Company, at:

- the London InterBank Offered Rate (LIBOR) plus 3.00% - 4.00%, or
- the base rate, which is the higher of (a) the rate publicly announced from time to time by the lender as its prime rate and (b) the Federal Funds Rate plus 0.5%, plus 0.25% - 1.25% depending on the Company s leverage ratio.

Interest is payable monthly in arrears, except that interest on LIBOR based loans is payable at the end of the one, two or three month interest periods applicable to LIBOR based loans. IntriCon is also required to pay a non-use fee equal to 0.25% per year of the unused portion of the revolving line of credit facility, payable quarterly in arrears.

Weighted average interest on the revolving credit facility was 4.53% for the three months ended March 31, 2013 and 4.52% for the year ended December 31, 2012. The outstanding balance of the revolving credit facility was $4,434 and $4,360 at March 31, 2013 and December 31, 2012, respectively. The total remaining availability on the revolving credit facility was approximately $2,477 and $2,689 at March 31, 2013 and December 31, 2012, respectively. The credit facility expires on August 13, 2014 and all outstanding borrowings will become due and payable. The Company expects to seek an extension of the term of this facility or a new credit facility in 2013.

The outstanding principal balance of the term loan, as amended, is payable in quarterly installments of $250, commencing with the calendar quarter ended December 31, 2012. Any remaining principal and accrued interest is payable on August 13, 2014. IntriCon is also required to use 100% of the net cash proceeds of certain asset sales (excluding inventory and certain other dispositions), sale of capital securities or issuance of debt to pay down the term loan.

Foreign Credit Facility

In addition to its domestic credit facilities, the Company s wholly-owned subsidiary, IntriCon, PTE LTD., entered into an international senior secured credit agreement with Oversea-Chinese Banking Corporation Ltd. that originally provided for a $1,977 line of credit. The international credit agreement was modified in August 2010 and again in August 2011 to allow for an additional total of $736 in borrowing under the existing base to fund the Singapore facility relocation, Batam facility construction and various other capital needs with varying due dates from 2013 to 2015. Borrowings bear interest at a rate of .75% to 2.5% over the lender s prevailing prime lending rate. Weighted average interest on the international credit facilities was 4.01% and 3.89% for the three months ended March 31, 2013 and the year ended December 31, 2012. The outstanding balance was $1,415 and $1,795 at March 31, 2013 and December 31, 2012, respectively. The total remaining availability on the international senior secured credit agreement was approximately $678 and $639 at March 31, 2013 and December 31, 2012, respectively.

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Datrix Promissory Note

A portion of the purchase price of the Datrix acquisition was paid by the issuance of a promissory note to the seller in the amount of $1,050 bearing annual interest at 6%. In August 2012, the Company amended the agreement to change the remaining installment of $350 from the original due date of August 13, 2012 to equal monthly principal and interest payments starting in October 1, 2012 over a one year period.

7. Income Taxes

Income tax expense (benefit) for the three months ended March 31, 2013 was ($10), compared to $34 for the same period in 2012. The expense (benefit) for the three months ended March 31, 2013 and 2012, was primarily due to foreign operations. The Company has net operating loss carryforwards for U.S. federal income tax purposes and, consequently, minimal federal benefit or expense from the domestic operations was recognized as the deferred tax asset has a full valuation allowance.

The following was the income (loss) before income taxes for each jurisdiction in which the Company has operations for the three months ended March 31, 2013 and 2012:

	Three Months Ended	
	March 31, 2013	March 31, 2012
United States	$ (168)	$ 186
Singapore	(449)	(49)
Indonesia	12	12
Germany	124	128
Income (loss) before income taxes	$ (481)	$ 277

8. Shareholders Equity and Stock-based Compensation

The Company has a 2001 stock option plan, a non-employee directors stock option plan and a 2006 Equity Incentive Plan. New grants may not be made under the 2001 and the non-employee directors stock option plans; however certain option grants under these plans remain exercisable as of December 31, 2012. The aggregate number of shares of common stock for which awards could be granted under the 2006 Equity Incentive Plan as of the date of adoption was 699 shares. The Plan was amended in 2010 and 2012 to authorize an additional 250 and 300 shares, respectively, for issuance under the Plan. Additionally, as outstanding options under the 2001 stock option plan and non-employee directors stock option plan expire, the shares of the Company s common stock subject to the expired options will become available for issuance under the 2006 Equity Incentive Plan.

Under the various plans, executives, employees and outside directors receive awards of options to purchase common stock. Under the 2006 Equity Incentive Plan, the Company may also grant stock awards, stock appreciation rights, restricted stock units and other equity-based awards, although no such awards, other than awards under the director program and management purchase program described below, had been granted as of March 31, 2013. Under all awards, the terms are fixed on the grant date. Generally, the exercise price of stock options equals the market price of the Company s stock on the date of the grant. Options under the plans generally vest over three years, and have a maximum term of 10 years.

Additionally, the board has established the non-employee directors stock fee election program, referred to as the director program, as an award under the 2006 Equity Incentive Plan. The director program gives each non-employee director the right under the 2006 Equity Incentive Plan to elect to have some or all of his quarterly director fees paid in common shares rather than cash. There were 1 shares issued in lieu of cash for director fees under the director program for the three months ended March 31, 2012.

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On July 23, 2008, the Compensation Committee of the Board of Directors approved the non-employee director and executive officer stock purchase program, referred to as the management purchase program, as an award under the 2006 Plan. The purpose of the management purchase program is to permit the Company s non-employee directors and executive officers to purchase shares of the Company s Common Stock directly from the Company. Pursuant to the management purchase program, as amended, participants may elect to purchase shares of Common Stock from the Company not exceeding an aggregate of $100 during any fiscal year. Participants may make such election one time during each twenty business day period following the public release of the Company s earnings announcement, referred to as a window period, and only if such participant is not in possession of material, non-public information concerning the Company and subject to the discretion of the Board to prohibit any transactions in Common Stock by directors and executive officers during a window period. There were no shares purchased under the management purchase program during the three months ended March 31, 2013 and 2012, respectively.

Stock option activity as of and during the three months ended March 31, 2013 was as follows:

	Number of Shares	Weighted-average Exercise Price	Aggregate Intrinsic Value
Outstanding at December 31, 2012	1,244	$ 5.97	
Options forfeited or cancelled			
Options granted	150	4.05	
Options exercised			
Outstanding at March 31, 2013	1,394	$ 5.77	$ 728
Exercisable at March 31, 2013	988	$ 6.10	$ 632
Available for future grant at December 31, 2012	359		
Available for future grant at March 31, 2013	209		

The number of shares available for future grant at March 31, 2013 does not include a total of up to 267 shares subject to options outstanding under the 2001 stock option plan and non-employee directors stock option plan as of March 31, 2013, which will become available for grant under the 2006 Equity Incentive Plan in the event of the expiration of such options.

The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of subjective assumptions, including the expected stock price volatility. Because the Company s options have characteristics different from those of traded options, in the opinion of management, the existing models do not necessarily provide a reliable single measure of the fair value of its options. The weighted average fair value of options granted was $2.54 for options granted during the three months ended March 31, 2013. The weighted average fair value of options granted was $3.71 for options granted during the three months ended March 31, 2012.

The Company calculates expected volatility for stock options and awards using the Company s historical volatility.

The Company currently estimates a five percent forfeiture rate for stock options, but will continue to review this estimate in future periods.

The risk-free rates for the expected terms of the stock options and awards are based on the U.S. Treasury yield curve in effect at the time of grant.

The weighted average remaining contractual life of options exercisable at March 31, 2013 was 4.49 years.

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The Company recorded $131 of non-cash stock option expense for the three months ended March 31, 2013. The Company recorded $96 of non-cash stock option expense for the three months ended March 31, 2012. As of March 31, 2013, there was $928 of total unrecognized compensation costs related to non-vested awards that are expected to be recognized over a weighted-average period of 1.92 years.

The Company also has an Employee Stock Purchase Plan (the Purchase Plan). The Purchase Plan initially provided that a maximum of 100 shares may be sold under the Purchase Plan as of the date of adoption. On April 27, 2011, the Company s shareholders approved an amendment to the Purchase Plan to increase the number of shares which may be purchased under the plan by an additional 100 shares. There were 5 shares purchased under the plan for the three months ended March 31, 2013, and a total of 4 shares purchased for the three months ended March 31, 2012.

9. Income Per Share

The following table presents a reconciliation between basic and diluted earnings per share:

	Three Months Ended	
	March 31, 2013	March 31, 2012
Numerator:		
Net income (loss)	$ (471)	$ 243
Denominator:		
Basic weighted shares outstanding	5,687	5,654
Weighted shares assumed upon exercise of stock options		279
Diluted weighted shares outstanding	5,687	5,933
Income (loss) per share:		
Basic	$ (0.08)	0.04
Diluted	$ (0.08)	0.04

The dilutive impact summarized above relates to the periods when the average market price of Company stock exceeded the exercise price of the potentially dilutive option securities granted. Earnings per common share was based on the weighted average number of common shares outstanding during the periods when computing the basic earnings per share. When dilutive, stock options are included as equivalents using the treasury stock market method when computing the diluted earnings per share.

Excluded from the computation of diluted earnings per share for the three months ended March 31, 2013 were all options outstanding of approximately 1,394 common shares, due to the Company s net loss in the period. Excluded from the computation of diluted earnings per share for the three months ended March 31, 2012 were outstanding options to purchase approximately 329 common shares because the effect was anti-dilutive.

10. Legal Proceedings

The Company is a defendant along with a number of other parties in lawsuits alleging that plaintiffs have or may have contracted asbestos-related diseases as a result of exposure to asbestos products or equipment containing asbestos sold by one or more named defendants. These lawsuits relate to the discontinued heat technologies segment which was sold in March 2005. Due to the non-informative nature of the complaints, the Company does not know whether any of the complaints state valid claims against the Company. Certain insurance carriers have informed the Company that the primary policies for the period August 1, 1970-1978 have been exhausted and that the carriers will no longer provide defense and insurance coverage under those policies. However, the Company has other primary and excess insurance policies that the Company believes afford coverage for later years. Some of these other primary insurers have accepted defense and insurance coverage for these suits, and some of them have either ignored the Company s tender of defense of these cases, or have denied coverage, or have accepted the tenders but asserted a reservation of rights and/or advised the Company that they need to investigate further. Because settlement payments are applied to all years a litigant was deemed to have been exposed to asbestos, the Company believes that it will have funds available for defense and insurance coverage under the non-exhausted primary and excess insurance policies. However, unlike the older policies, the more recent policies have deductible amounts for defense and settlements costs that the Company will be required to pay; accordingly, the Company expects that

its litigation costs will increase in the future. Further, many of the policies covering later years (approximately 1984 and thereafter) have exclusions for any asbestos products or operations, and thus do not provide insurance coverage for asbestos-related lawsuits. The Company does not believe that the asserted exhaustion of some of the primary insurance coverage for the 1970-1978 period will have a material adverse effect on its financial condition, liquidity, or results of operations. Management believes that the number of insurance carriers involved in the defense of the suits, and the significant number of policy years and policy limits under which these insurance carriers are insuring the Company, make the ultimate disposition of these lawsuits not material to the Company s consolidated financial position or results of operations.

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The Company s former French subsidiary, Selas SAS, filed for insolvency in France and is being managed by a court appointed judiciary administrator. The Company may be subject to additional litigation or liabilities as a result of the French insolvency proceeding.

The Company is also involved in other lawsuits arising in the normal course of business. While it is not possible to predict with certainty the outcome of these matters, management is of the opinion that the disposition of these lawsuits and claims will not materially affect our consolidated financial position, liquidity or results of operations.

11. Related-Party Transactions

One of the Company s subsidiaries leases office and factory space from a partnership consisting of three present or former officers of the subsidiary, including Mark Gorder, a member of the Company s Board of Directors and the President and Chief Executive Officer of the Company. The subsidiary is required to pay all real estate taxes and operating expenses. The total base rent expense, real estate taxes and other charges incurred under the lease were approximately $122 for the three months ended March 31, 2013 and approximately $120 for the three months ended March 31, 2012. The lease expires in October 2013.

The Company uses the law firm of Blank Rome LLP for legal services. A partner of that firm is the son-in-law of the Chairman of the Company s Board of Directors. For the three months ended March 31, 2013, the Company paid that firm approximately $26 for legal services and costs. For the three months ended March 31, 2012, the Company paid that firm approximately $16 for legal services and costs. The Chairman of our Board of Directors is considered independent under applicable Nasdaq and Securities Exchange Commission rules because (i) no payments were made to the Chairman or the partner directly in exchange for the services provided by the law firm and (ii) the amounts paid to the law firm did not exceed the thresholds contained in the Nasdaq standards. Furthermore, the aforementioned partner does not provide any legal services to the Company and is not involved in billing matters.

12. Statements of Cash Flows

The following table provides supplemental disclosures of cash flow information:

	Three Months Ended	
	March 31, 2013	March 31, 2012
Interest paid	$ 140	$ 135
Income taxes paid	27	5

13. Investment in Partnerships

The Company owns a 9% partnership interest in the Hearing Instrument Manufacturers Patent Partnership (HIMPP), and is a party to a license agreement that grants the Company access to over 45 US registered patents. The Company recorded a decrease of $58 in the carrying amount of the investment, reflecting amortization of the patents, other intangibles and the Company s portion of the partnership s operating results for the three months ended March 31, 2013. The Company recorded a decrease of $49 in the carrying amount of the investment, reflecting amortization of the patents, other intangibles and the Company s portion of the partnership s operating results for the three months ended March 31, 2012.

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In August 2012, the Company sold its 50% interest in its Global Coils joint venture to its joint venture partner Audemars SA. The Company recorded a $25 increase in the carrying amount of the investment, reflecting the Company s portion of the joint venture s operating results for the three months ended March 31, 2012.

14. Revenue by Market

The following tables set forth, for the periods indicated, net revenue by market:

	Three Months Ended	
	March 31, 2013	**March 31, 2012**
Medical	$ 7,124	$ 6,104
Hearing Health	5,238	7,573
Professional Audio Communications	2,271	2,847
Total Revenue	$ 14,633	$ 16,524

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Business Overview

Headquartered in Arden Hills, Minnesota, IntriCon Corporation (together with its subsidiaries referred to as the Company , IntriCon, we , us our) is an international company engaged in designing, developing, engineering and manufacturing body-worn devices.

In addition to its operations in Minnesota, the Company has facilities in Maine, California, Singapore, Indonesia and Germany.

Information contained in this section of this Quarterly Report on Form 10-Q and expressed in U.S. dollars is presented in thousands (000s), except for per share data and as otherwise noted.

Core Technologies Overview

IntriCon serves the body-worn device market by designing, developing, engineering and manufacturing micro-miniature products, microelectronics, micro-mechanical assemblies and complete assemblies, primarily for bio-telemetry devices, hearing instruments and professional audio communication devices. Over the past several years, the Company has increased investments in the continued development of four critical core technologies: Ultra-Low-Power (ULP) Digital Signal Processing (DSP), Ultra-Low-Power Wireless, Microminiaturization, and Miniature Transducers. These four core technologies serve as the foundation of current and future product platform development, designed to meet the rising demand for smaller, portable more advanced devices. The continued advancements in this area have allowed the Company to further enhance the mobility and effectiveness of miniature body-worn devices.

Ultra-Low-Power Digital Signal Processing

DSP converts real-world analog signals into a digital format. Through our nanoDSP technology, IntriCon offers an extensive range of ULP DSP amplifiers for hearing, medical and professional audio applications. Our proprietary nanoDSP incorporates advanced ultra-miniature hardware with sophisticated signal processing algorithms to produce devices that are smaller and more effective.

During 2012 the Company further expanded its DSP portfolio including improvements to its Reliant CLEAR feedback canceller, offering increased added stable gain and faster reaction time. Additionally, newly developed DSP technologies are utilized in our recently unveiled Audion4 , our new four-channel hearing aid amplifier. The Audion4 is a feature-rich amplifier designed to fit a wide array of applications. In addition to multiple compression channels, the amplifier has a complete set of proven adaptive features which greatly improve the user experience.

Ultra-Low-Power Wireless

Wireless connectivity is fast becoming a required technology, and wireless capabilities are especially critical in new body-worn devices. IntriCon s BodyNet ULP technology, including the nanoLink and PhysioLink wireless systems, offers solutions for transmitting the body s activities to caregivers, and wireless audio links for professional communications and surveillance products. Potential BodyNet applications include electrocardiogram (ECG) diagnostics and monitoring, diabetes monitoring, sleep apnea studies and audio streaming for hearing devices.

IntriCon is in the final stages of commercializing its PhysioLink wireless technology, which will be incorporated into product platforms serving the medical, hearing health and professional audio communication markets. This system is based on 2.4GHz proprietary digital radio protocol in the industrial-scientific-medical (ISM) frequency band and enables audio and data streaming to ear-worn and body-worn applications over distances of up to five meters.

Microminiaturization

IntriCon excels at miniaturizing body-worn devices. We began honing our microminiaturization skills over 30 years ago, supplying components to the hearing health industry. Our core miniaturization technology allows us to make devices for our markets that are one cubic inch and smaller. We also are specialists in devices that run on very low power, as evidenced by our ULP wireless and DSP. Less power means a smaller battery, which enables us to reduce size even further, and develop devices that fit into the palm of one s hand.

Miniature Transducers

IntriCon s advanced microphone and receiver technology has been pushing the limits of size and performance for over a decade. Our miniature transducers, which have been incorporated into various product platforms, enhance the reliability, sensitivity, supply voltage, and output level in body-worn devices. These enhancements allow us to make devices that are extremely portable and perform well in noisy or hazardous environments. These small devices are well-suited for applications in the aviation, fire, law enforcement, safety and military markets. Our technology also is used for technical surveillance by law enforcement and security agencies, and by performers and production staff in the music and stage performance markets. Also included in our transducer line are medical coils and micro coils used in pacemaker programming and

interventional catheter positioning applications.

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Market Overview

Our core technologies expertise is focused on three main markets: medical bio-telemetry, value hearing health and professional audio communications. Revenue from the medical bio-telemetry and value hearing health markets is reported on the respective medical and hearing health lines in the discussion of our results of operation in Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations and Note 14 Revenue by Market to the Company s consolidated condensed financial statements included herein.

Medical Bio-Telemetry

In the medical bio-telemetry market, the Company is focused on sales of bio-telemetry devices for life-critical diagnostic monitoring. Using our nanoDSP and BodyNet technology platforms, the Company manufactures microelectronics, micro-mechanical assemblies, high-precision injection-molded plastic components and complete bio-telemetry devices for emerging and leading medical device manufacturers. The medical industry is faced with pressures to reduce the cost of healthcare. Driven by core technologies, such as the IntriCon Physiolink that wirelessly connects patients and care givers in non-traditional ways, IntriCon helps shift the point of care from expensive traditional settings, such as hospitals, to less expensive non-traditional settings like the home. IntriCon currently serves this market by offering medical manufacturers the capabilities to design, develop and manufacture medical devices that are easier to use, are more miniature, use less power, and are lighter. Increasingly, the medical industry is looking for wireless, low-power capabilities in their devices. We have a strategic partnership with Advanced Medical Electronics Corp. (AME) that allows us to develop new bio-telemetry devices that better connect patients and care givers, providing critical information and feedback. Through the further development of our ULP BodyNet family, we believe the bio-telemetry markets offer significant opportunity.

IntriCon currently has a strong presence in both the diabetes and cardiac diagnostic monitoring bio-telemetry markets. For diabetes, IntriCon has partnered with Medtronic to manufacture their wireless continuous glucose monitors that measure glucose levels and deliver real-time blood glucose trend information. Along with the wireless glucose monitor, IntriCon also manufactures a variety of related accessories. Further, we believe there are opportunities to expand our diabetes product offering with Medtronic as well as move into new markets.

In the cardiac diagnostic monitoring market, we provide solutions for ambulatory cardiac monitoring. We entered this market through an acquisition of Jon Barron, Inc. doing business as Datrix (Datrix) in 2009. Our first two product platforms, Sirona and Centauri, received Food and Drug Administration (FDA) 510(k) approval in late 2011. The Sirona platform, which incorporates the PhysioLink technology, is essentially two products in one design because it can be used as an event recorder, a holter monitor or both. This platform is very small, rechargeable, and water spray proof. The features of the Centauri platform are event recording combined with wireless transmission of the patient data to a remote service center, which then forwards the information to the doctor.

In addition, IntriCon manufactures and supplies bubble sensors and flow restrictors that monitor and control the flow of fluid in an intravenous infusion system. IntriCon also manufactures a family of safety needle products for an original equipment manufacturing (OEM) customer that utilizes IntriCon s insert and straight molding capabilities. These products are assembled using full automation, including built-in quality checks within the production lines.

IntriCon is targeting other emerging biotelemetry and home care markets, such as sleep apnea, that could benefit from its capabilities to develop devices that are more technologically advanced, smaller and lightweight. To do so, IntriCon is focusing more capital and resources in sales and marketing to expand its reach to other large medical device and health care companies.

Value Hearing Health Market

The Company believes the value hearing health market offers significant growth opportunities. In the United States alone, there are approximately 36 million hearing impaired individuals. This population is expected to grow significantly over the next ten years as 65-year-old-plus age demographic is one of the fastest growing segments in the U.S., Europe and Japan. The current U.S. market penetration into the hearing impaired population is approximately 20%. We believe the U.S. market penetration is low primarily due to high costs to purchase a hearing device and inconveniences in the conventional hearing health distribution channel. This has created the opportunity for alternative care models, such the insurance channel and personal sound amplifier (PSAP) channel.

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In the insurance channel, the Company entered into a manufacturing agreement with hi HealthInnovations, a UnitedHealth Group company, to become their supplier of hearing aids. At the beginning of 2012 hi HealthInnovations launched a suite of high-tech, lower-cost hearing devices for their Medicare and Part D participants and later in the year announced they were increasing this offering to the over 26 million people enrolled in their employer-sponsored and individual health benefit plans. The insurance model has been successfully demonstrated internationally, as several countries providing a full insurance program are serving 40 to 70% of hearing impaired population. Further, research in the US has shown a fully insured model will encourage an individual to seek treatment at an earlier stage of hearing loss, greatly increasing the market size and penetration.

In personal sound amplifier products, the FDA has created a PSAP category; it is analogous to reader glasses in the optical market and provides a cost effective sound amplification device. These devices are not hearing aids and make no claims of compensating for hearing loss. They can be purchased off-the-shelf and are not fit or prescribed to meet a specific individual s needs. Rather, these devices amplify sound and tend to be used in noisy or challenging environments. They have a significantly lower retail price to the consumer than traditional hearing aids.

We also believe there are niches in the conventional hearing health channel that will embrace our value hearing health proposition, as high costs constrain their growth potential. Additionally, we believe there is a large international market, most notably in the so-called BRIC countries (Brazil, Russia, India and China) for this type of product offering.

We believe IntriCon is very well positioned to serve these value hearing health market channels. Over the past several years the Company has invested heavily in core technologies, product platforms and its global manufacturing capabilities geared to provide high-tech, lower-cost hearing devices. Our DSP devices provide better clarity and an improved ability to filter out background noise at attractive pricing points. We believe product platform introductions such as the Audion Amplifiers, APT and Lumen devices will drive market share gains into all channels of the emerging value hearing health market.

Professional Audio Communications

IntriCon entered the high-quality audio communication device market in 2001, and now has a line of miniature, professional audio headset products used by customers focusing on homeland security and emergency response needs. The line includes several communication devices that are extremely portable and perform well in noisy or hazardous environments. These products are well suited for applications in the fire, law enforcement, safety, aviation and military markets. In addition, the Company has a line of miniature ear- and head-worn devices used by performers and support staff in the music and stage performance markets. The Company also serves U.S. government security agencies and the Singapore government in this market. We believe performance in difficult listening environments and wireless operations will continue to improve as these products increasingly include our proprietary nanoDSP, wireless nanoLink and PhysioLink technologies.

The Company sees great opportunity to market its situational listening devices (SLD s). Much like the PSAP devices, these devices are intended to help people hear in noisy environments like restaurants and automobiles, and listen to television, music, and direct broadcast by wireless connection. Such devices are intended to be supplements to conventional hearing aids, which do not handle those situations well. The SLD s will be based on our PhysioLink technology, which were recently demonstrated at the annual convention of the American Academy of Audiology. The product line consists of an earpiece, TV transmitter, companion microphone, iPod/iPhone transmitter, and USB transmitter. With the emergence of advanced parallel technologies in both the SLD and PSAP markets, the Company will likely shift recognition of many professional audio communications product sales into the value hearing health market in future years.

Forward-Looking and Cautionary Statements

Certain statements included in this Quarterly Report on Form 10-Q or documents the Company files with the Securities and Exchange Commission, which are not historical facts, or that include forward-looking terminology such as may , will , believe , anticipate , expect , s optimistic continue , estimate , intend , plan , would , could , guidance , potential , opportunity , project , forecast , confic designed , future , discussion , if or the negative thereof or other variations thereof, are forward-looking statements (as such term is defined Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933, and the regulations thereunder), which are intended to be covered by the safe harbors created thereby. These statements may include, but are not limited to statements in Management s Discussion and Analysis of Financial Condition and Results of Operations and Notes to the Company s Condensed Consolidated Financial Statements such as net operating loss carryforwards, the ability to meet cash requirements for operating needs, the ability to meet liquidity needs, assumptions used to calculate future level of funding of employee benefit plans, the adequacy of insurance coverage, the impact of new accounting pronouncements and litigation.

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Forward-looking statements also include, without limitation, statements as to the Company s expected future results of operations and growth, the Company s ability to meet working capital requirements, the Company s business strategy, the expected increases in operating efficiencies, anticipated trends in the Company s markets, estimates of goodwill impairments and amortization expense of other intangible assets, estimates of future royalty payments from the Global Coils sale, the effects of changes in accounting pronouncements, the effects of litigation and the amount of insurance coverage, and statements as to trends or the Company s or management s beliefs, expectations and opinions.

Forward-looking statements are subject to risks and uncertainties and may be affected by various factors that may cause actual results to differ materially from those in the forward-looking statements. In addition to the factors discussed in this Quarterly Report on Form 10-Q, certain risks, uncertainties and other factors can cause actual results and developments to be materially different from those expressed or implied by such forward-looking statements, including, without limitation, the following:

- the ability to successfully implement the Company s business and growth strategy;
- risks arising in connection with the insolvency of our former subsidiary, Selas SAS, and potential liabilities and actions arising in connection therewith;
- potential obligations to indemnify the purchaser of our former electronics business for certain material claims that may arise;
- the volume and timing of orders received by the Company;
- changes in estimated future cash flows;
- ability to collect on our accounts receivable;
- foreign currency movements in markets the Company services;
- changes in the global economy and financial markets;
- the effects of federal government budget cutting and the sequestration;
- weakening demand for the Company s products due to general economic conditions;
- changes in the mix of products sold;
- ability to meet demand;
- changes in customer requirements;
- timing and extent of research and development expenses;
- FDA approval, timely release and acceptance of the Company s products;
- competitive pricing pressures;
- pending and potential future litigation;
- cost and availability of electronic components and commodities for the Company s products;
- ability to create and market products in a timely manner and develop products that are inexpensive to manufacture;
- ability to comply with covenants in our debt agreements;
- ability to repay debt when it comes due;
- the loss of one or more of our major customers;
- ability to identify, complete and integrate acquisitions;
- effects of legislation;
- effects of foreign operations;
- ability to develop new products such as Centauri, Overtus, Scenic and APT;
- ability to recruit and retain engineering and technical personnel;
- the costs and risks associated with research and development investments;
- risks under our manufacturing agreement with hi HealthInnovations;
- the risk that the royalties under the Global Coils sale agreement will be less than estimated;
- the recent recessions in Europe and the debt crisis in certain countries in the European Union;
- our ability and the ability of our customers to protect intellectual property; and
- loss of members of our senior management team.

For a description of these and other risks, see Part I, Item 1A. Risk Factors in the Company s Annual Report on Form 10-K for the year ended December 31, 2012, and other risks described elsewhere in this Quarterly Report on Form 10-Q, or in other filings the Company makes from time to time with the Securities and Exchange Commission. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period.

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Certain accounting estimates and assumptions are particularly sensitive because their significance to the consolidated condensed financial statements and the possibility that future events affecting them may differ markedly. The accounting policies of the Company with significant estimates and assumptions include the Company s revenue recognition, accounts receivable reserves, inventory valuation, goodwill, long-lived assets, deferred taxes policies and employee benefit obligations. These and other significant accounting policies are described in and incorporated by reference from Management s Discussion and Analysis of Financial Condition and Results of Operations, and Note 1 to the financial statements contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

Results of Operations

Sales, net

Our net sales are comprised of three main markets: medical, hearing health, and professional audio communications. Below is a summary of our sales by main markets for the three months ended March 31, 2013 and 2012:

			Change	
Three Months Ended March 31	2013	2012	Dollars	Percent
Medical	$ 7,124	$ 6,104	$ 1,020	16.7%
Hearing Health	5,238	7,573	(2,335)	-30.8%
Professional Audio Communications	2,271	2,847	(576)	-20.2%
Consolidated Net Sales	$ 14,633	$ 16,524	$ (1,891)	-11.4%

For the three months ended March 31, 2013, we experienced an increase of 16.7% in net sales in the medical market compared to the same period in 2012. The three month increase was driven by increased activity from our largest customer, Medtronic, in preparation for a new product line launch. The Company expects medical sales going forward to moderate in the second quarter as Medtronic works through the inventory build, and then to strengthen in the second half of the year. Management believes that the industry-wide trend to shift the point of care from expensive traditional settings, such as hospitals, to less expensive non-traditional settings like the home, will result in growth of the medical bio-telemetry industry. IntriCon currently serves this market by offering medical manufacturers the capabilities to design, develop and manufacture medical devices that are easier to use, are more miniature, use less power, and are lighter. IntriCon has a strong presence in both the diabetes market, with its Medtronic partnership, and cardiac diagnostic monitoring bio-telemetry market. The Company believes there are growth opportunities in these markets as well other emerging biotelemetry and home care markets, such as sleep apnea, that could benefit from its capabilities to develop devices that are more technologically advanced, smaller and lightweight.

Net sales in our hearing health business for the three months ended March 31, 2013 decreased 30.8% compared to the same period in 2012. Decreases in the three month period were primarily due to the expected reduced purchases by hi HealthInnovations and the continued softness in the conventional channel consistent with industry trends. As of mid-2012, we satisfied hi HealthInnovations initial product ramp-up needs and therefore have taken minimal orders for the second half of 2012 and early 2013. hi HealthInnovations continues to make progress building the infrastructure to provide high-quality, affordable hearing health care to a broad range of customers. Although we do not anticipate that hi HealthInnovations will begin to ramp until the second half of the year, we remain very optimistic about the progress that has been made and the long term prospects of this market-changing program. Market dynamics, such as low penetration rates, an aging population, and the need for reduced cost and convenience, have resulted in the emergence of alternative care models, such the insurance channel and PSAP channel. IntriCon believes it is very well positioned to serve these value hearing health market channels. Over the past several years, the Company has invested heavily in core technologies, product platforms and its global manufacturing capabilities geared to provide high-tech, lower-cost hearing devices. Our DSP devices provide better clarity and an improved ability to filter out background noise at attractive pricing points. We believe product platform introductions such as the APT and Lumen devices will drive market share gains into all channels of the emerging value hearing health market.

Net sales to the professional audio device sector decreased 20.2% for the three months ended March 31, 2013 compared to the same period in 2012. The decline was due to the effect of the U.S. Government sequestration on IntriCon s security business and the conclusion of the Company s Singapore Government contract in 2012. Over the next few quarters, IntriCon anticipates securing additional contracts with both governments. Additionally, we believe our extensive portfolio of communication devices that are portable, smaller and perform well in noisy or hazardous environments will provide future long-term growth in this market.

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Gross profit

Gross profit, both in dollars and as a percent of sales, for the three months ended March 31, 2013 and 2012, was as follows:

	2013		2012		Change	
Three Months Ended March 31	Dollars	Percent of Sales	Dollars	Percent of Sales	Dollars	Percent
Gross profit	$ 3,484	23.8%	$4,157	25.2%	$ (673)	-16.2%

The 2013 gross profit decrease over the comparable prior year period was primarily due to lower overall sales volume, partially offset by a favorable product mix within the medical market. Furthermore, the Company continued to transfer select, labor-intensive programs in its medical and hearing health businesses to its Singapore and Indonesia facilities during the first quarter. To drive margin improvement and remain cost competitive, the Company will continue these shifts throughout 2013.

Sales and Marketing, General and Administrative and Research and Development Expenses

Sales and marketing, general and administrative and research and development expenses for the three months ended March 31, 2013 and 2012 were:

	2013		2012		Change	
Three Months Ended March 31	Dollars	Percent of Sales	Dollars	Percent of Sales	Dollars	Percent
Sales and marketing	$ 892	6.1%	$ 875	5.3%	$ 17	1.9%
General and administrative	1,659	11.3%	1,626	9.8%	33	2.0%
Research and development	1,301	8.9%	1,137	6.9%	164	14.4%

Sales and marketing and general and administrative expenses were comparable to prior year period. Research and development increased over the prior year three month period primarily due to an increase in software depreciation costs.

Interest expense

Net interest expense for the three months ended March 31, 2013 was $153, compared to $179 for the respective period in 2012. The decrease in interest expense was primarily due to lower average debt balances as compared to the prior year.

Equity in loss of partnerships

The equity in loss of partnerships for the three months ended March 31, 2013 was $58, compared to $24 for the respective period in 2012, due to changes in carrying amounts described below.

The Company recorded a decrease of $58 in the carrying amount of its HIMPP investment, reflecting amortization of the patents, other intangibles and the Company s portion of the partnership s operating results for the three months ended March 31, 2013, compared to a decrease of $49 in the same respective period in 2012.

Prior to the sale by the Company of its interest in the Global Coils joint venture in August 2012, the Company recorded a $25 increase in the carrying amount of IntriCon s investment in this joint venture, reflecting the Company s portion of the joint venture s operating results for three months ended March 31, 2012.

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Other income (expense)

Other income (expense) for the three months ended March 31, 2013 was other income of $98, compared to other expense of ($39) period in 2012. The change in other income (expense) primarily related to favorable changes in foreign currency exchange rates and foreign government refunds.

Income tax expense (benefit)

Income tax expense (benefit) for the three months ended March 31, 2013 was ($10), compared to $34 for the same period in 2012. The expense (benefit) for the three months ended March 31, 2013 and 2012, respectively, was primarily due to foreign operations.

Liquidity and Capital Resources

As of March 31, 2013, we had $172 of cash on hand. Sources of our cash for the three months ended March 31, 2013 have been from our operations activities, as described below. The Company s cash flows from operating, investing and financing activities, as reflected in the statement of cash flows, are summarized as follows:

	Three Months Ended	
	March 31, 2013	**March 31, 2012**
Cash provided by (used in):		
Operating activities	$ 467	$ 1,004
Investing activities	(111)	(398)
Financing activities	(405)	(518)
Effect of exchange rate changes on cash	(5)	1
Increase (decrease) in cash	$ (54)	$ 89

The most significant items that contributed to the $467 of cash provided by operating activities was the increase in accrued expenses and accounts payable, partially offset by increases in inventory and other assets.

Net cash used in investing activities consisted of purchases of property, plant and equipment of $111.

Net cash used in financing activities of $405 was comprised primarily of repayments of borrowings under our credit facilities, partially offset by proceeds of borrowings and increases in checks written in excess of cash.

The Company had the following bank arrangements:

	March 31, 2013	**December 31, 2012**
Total borrowing capacity under existing facilities	$ 12,504	$ 13,233
Facility Borrowings:		
Domestic revolving credit facility	4,434	4,360
Domestic term loan	3,500	3,750
Foreign overdraft and letter of credit facility	1,415	1,795
Total borrowings and commitments	9,349	9,905
Remaining availability under existing facilities	$ 3,155	$ 3,328

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Domestic Credit Facilities

The Company and its domestic subsidiaries are parties to a credit facility with The PrivateBank and Trust Company. The credit facility, as amended, provides for:

- an $8,000 revolving credit facility, with a $200 sub facility for letters of credit. Under the revolving credit facility, the availability of funds depends on a borrowing base composed of stated percentages of the Company s eligible trade receivables and eligible inventory, and eligible equipment less a reserve; and
- a term loan in the original amount of $4,000.

In December 2012, the Company and its domestic subsidiaries entered into a Fifth Amendment to the Loan and Security Agreement with The PrivateBank and Trust Company. The amendment, among other things:

- permitted the Company to borrow an additional $1,250 under the term loan by increasing the then current principal balance of the term loan from $2,750 to $4,000, while keeping the existing amortization schedule in place.
- increased the inventory cap on the borrowing base from $3,000 to $3,500 and removed eligible equipment from the base. Under the revolving credit facility as amended, the availability of funds depends on a borrowing base composed of stated percentages of the Company s eligible trade receivables and inventory, less a reserve;
- eliminated the minimum EBITDA covenant and amended certain other financial covenants; and
- changed the dates when covenant compliance will be tested from monthly to quarterly.

The Company was in compliance with all applicable covenants under the credit facility, as amended, as of March 31, 2013.

In March 2012, the Company entered into an amendment with The PrivateBank to waive certain covenant violations at December 31, 2011 and reset certain covenants in the agreement. In August 2012, the credit facility was amended to amend the fixed charge covenant ratio and to consent to the Global Coils sale and the application of the proceeds to the pay down of the revolving credit facility.

Loans under the credit facility are secured by a security interest in substantially all of the assets of the Company and its domestic subsidiaries including a pledge of the stock of its domestic subsidiaries. Loans under the credit facility bear interest at varying rates based on the Company s leverage ratio of funded debt / EBITDA, at the option of the Company, at:

- the London InterBank Offered Rate (LIBOR) plus 3.00% - 4.00%, or
- the base rate, which is the higher of (a) the rate publicly announced from time to time by the lender as its prime rate and (b) the Federal Funds Rate plus 0.5%, plus 0.25% - 1.25% depending on the Company s leverage ratio.

Interest is payable monthly in arrears, except that interest on LIBOR based loans is payable at the end of the one, two or three month interest periods applicable to LIBOR based loans. IntriCon is also required to pay a non-use fee equal to 0.25% per year of the unused portion of the revolving line of credit facility, payable quarterly in arrears.

Weighted average interest on the revolving credit facility was 4.53% for the three months ended March 31, 2013 and 4.52% for the year ended December 31, 2012. The outstanding balance of the revolving credit facility was $4,434 and $4,360 at March 31, 2013 and December 31, 2012, respectively. The total remaining availability on the revolving credit facility was approximately $2,477 and $2,689 at March 31, 2013 and December 31, 2012, respectively. The credit facility expires on August 13, 2014 and all outstanding borrowings will become due and payable. The Company expects to seek an extension of the term of this facility or a new credit facility in 2013.

The outstanding principal balance of the term loan, as amended, is payable in quarterly installments of $250, commencing with the calendar quarter ended December 31, 2012. Any remaining principal and accrued interest is payable on August 13, 2014. IntriCon is also required to use 100% of the net cash proceeds of certain asset sales (excluding inventory and certain other dispositions), sale of capital securities or issuance of debt to pay down the term loan.

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Foreign Credit Facility

In addition to its domestic credit facilities, the Company s wholly-owned subsidiary, IntriCon, PTE LTD., entered into an international senior secured credit agreement with Oversea-Chinese Banking Corporation Ltd. that originally provided for a $1,977 line of credit. The international credit agreement was modified in August 2010 and again in August 2011 to allow for an additional total of $736 in borrowing under the existing base to fund the Singapore facility relocation, Batam facility construction and various other capital needs with varying due dates from 2013 to 2015. Borrowings bear interest at a rate of .75% to 2.5% over the lender s prevailing prime lending rate. Weighted average interest on the international credit facilities was 4.01% and 3.89% for the three months ended March 31, 2013 and the year ended December 31, 2012. The outstanding balance was $1,415 and $1,795 at March 31, 2013 and December 31, 2012, respectively. The total remaining availability on the international senior secured credit agreement was approximately $678 and $639 at March 31, 2013 and December 31, 2012, respectively.

Datrix Promissory Note

A portion of the purchase price of the Datrix acquisition was paid by the issuance of a promissory note to the seller in the amount of $1,050 bearing annual interest at 6%. In August 2012, the Company amended the agreement to change the remaining installment of $350 from the original due date of August 13, 2012 to equal monthly principal and interest payments starting in October 1, 2012 over a one year period.

We believe that funds expected to be generated from operations, the available borrowing capacity through our revolving credit loan facilities and the control of capital spending will be sufficient to meet our anticipated cash requirements for operating needs and for repayment of maturing debt for at least the next 12 months. If, however, we do not generate sufficient cash from operations, or if we incur additional unanticipated liabilities, we may be required to seek additional financing or sell equity or debt on terms which may not be as favorable as we could have otherwise obtained. No assurance can be given that any refinancing, additional borrowing or sale of equity or debt will be possible when needed or that we will be able to negotiate acceptable terms. In addition, our access to capital is affected by prevailing conditions in the financial and equity capital markets, as well as our own financial condition. Furthermore, if we fail to meet our financial and other covenants under our loan agreements, absent waiver, we will be in default of the loan agreements and our lenders could take action that would adversely affect our business. There can be no assurance that our lenders will provide a waiver of any default in our loan covenants. While management believes that we will be able to meet our liquidity needs for at least the next 12 months, no assurance can be given that we will be able to do so.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

ITEM 4. Controls and Procedures

The Company s management, with the participation of its chief executive officer and chief financial officer, conducted an evaluation of the effectiveness of the Company s disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of March 31, 2013 (the Disclosure Controls Evaluation). Based on the Disclosure Controls Evaluation, the Company s chief executive officer and chief financial officer concluded that the Company s disclosure controls and procedures were effective to provide a reasonable level of assurance that: (i) information required to be disclosed by the Company in the reports the Company files or submits under the Securities Exchange Act of 1934, as amended (Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and (ii) information required to be disclosed in the reports the Company files or submits under Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure, all in accordance with Exchange Act Rule 13a-15(e).

There were no changes in the Company s internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), during the quarter ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

The information contained in note 10 to the Consolidated Condensed Financial Statements in Part I of this quarterly report is incorporated by reference herein.

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect the Company s business, financial condition or future results. The risk factors in the Company s Annual Report on Form 10-K have not materially changed. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

ITEM 3. Defaults upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures.

Not applicable.

ITEM 5. Other Information

None.

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ITEM 6. Exhibits

(a) Exhibits

31.1	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of principal executive officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of principal financial officer to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from IntriCon Corporation s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Condensed Balance Sheets as of March 31, 2013 (Unaudited) and December 31, 2012; (ii) Consolidated Condensed Statements of Operations (Unaudited) for the Three Months Ended March 31, 2013 and 2012; (iii) Consolidated Condensed Statements of Comprehensive Income (Loss) (Unaudited) for the Three Months Ended March 31, 2013 and 2012; (iv) Consolidated Condensed Statements of Cash Flows (Unaudited) for the Three Months Ended March 31, 2013 and 2012; and (v) Notes to Consolidated Condensed Financial Statements (Unaudited)*

*Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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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 thereunto duly authorized.

INTRICON CORPORATION
(Registrant)

Date: May 13, 2013

By: /s/ Mark S. Gorder

Mark S. Gorder
President and Chief Executive Officer
(principal executive officer)

Date: May 13, 2013

By: /s/ Scott Longval

Scott Longval
Chief Financial Officer and Treasurer
(principal financial officer)

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