



ANNUAL REPORT 2016
PROXY STATEMENT 2017

To Our Shareholders:

2016 was a transitional year for IntriCon as we made changes and investments to focus our business. Financial results for the year reflect our efforts to right size the company to take advantage of the emerging value hearing health opportunity — which we estimate to be approximately \$1 billion — while maximizing our core medical business. I am pleased to report that during the year we made meaningful progress on both fronts, further cultivating our relationship with our largest medical customer and establishing a new direct-to-consumer value hearing health distribution channel. We look forward to a strong 2017 for the company.

For the 2016 full year, IntriCon reported net sales of \$68.0 million and net loss attributable to shareholders of \$(4.6 million), or (\$0.71) per diluted share. This compares to 2015 annual net sales of \$68.5 million and net income attributable to shareholders of \$2.2 million, or \$0.36 per diluted share. The 2016 loss included a loss from discontinued operations of (\$1.8 million), or (\$0.27) per share, of which \$796,000, resulted from a non-cash, write down of assets related to the pending divestiture of the company's cardiac diagnostic monitoring (CDM) business.

Business Highlights

As a company, we have achieved several milestones that position us for a successful 2017 and beyond. We:

- Steadily increased sales to our largest medical customer—sales to this customer are expected to be at record levels in 2017;
- Delivered year-over-year growth through our value hearing health initiatives, with Hearing Help Express (HHE), our new direct-to-consumer (DTC) business contributing \$1.0 million in fourth-quarter revenue;
- Sharpened our focus on the emerging value hearing health opportunity by exercising our option to acquire 100 percent of HHE; and,
- Approved the divestiture of our non-core CDM business and subsequently found a buyer, which will allow us to devote more resources to our core medical business and developing value hearing health business.

Medical Biotelemetry: Established and Growing

In the medical biotelemetry market, we are focused on delivering devices that provide life-critical diagnostic monitoring. The medical industry is faced with pressures to reduce the cost of health care. Driven by core technologies, such as Physiolink™ that wirelessly connects patients and care givers in non-traditional ways, we help 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, manufacture and distribute medical devices that incorporate wireless technology and are easier to use, smaller, lighter and use less power.

As a company, we have a strong presence in the diabetes and other biotelemetry markets. In the diabetes field, we have partnered with Medtronic to manufacture their wireless continuous glucose monitors (CGM), sensors, and accessories associated with Medtronic's CGM system, including the MiniMed Connect, which links the MiniMed pump and CGM to certain smart devices providing users with a discrete and real-time view of their blood sugar information. In August 2016, the FDA approved the new MiniMed 630G system which will replace the 530G system. In addition to the MiniMed 630G system, IntriCon technology also is designed into the MiniMed 670G system which was approved by the FDA in September 2016, and is scheduled to launch in the spring of 2017. The MiniMed 670G is the world's first hybrid closed loop insulin

delivery system and we are excited to be supporting such a revolutionary diabetes management system.

Looking ahead, we believe there are opportunities to expand our diabetes product offering with Medtronic, as well as move into new markets outside of diabetes. Additionally, we are targeting other emerging biotelemetry and home care markets that could benefit from our capabilities to develop devices that are more technologically advanced, smaller and lightweight. To do so, we are leveraging our resources in sales, marketing, and research and development to expand our reach to other large medical device and health care companies.

Value Hearing Health: Emerging High-Growth Opportunity

While medical biotelemetry is an established and growing business for IntriCon, we continue to see enormous potential in the emerging value hearing health space. Over the past several years we have invested significant resources and developed the international manufacturing footprint to position the company to provide low-cost, high-quality devices.

In pursuit of that goal, we acquired a 20 percent stake in HHE, a DTC mail order hearing aid provider. In January 2017, we exercised our option to acquire the remaining 80 percent stake in HHE. What's attractive about HHE is that it gives us direct access to consumers and the emerging value-based hearing health care market.

As we know, untreated hearing loss in the United States is a substantial problem, and high device costs have created significant barriers to access for most Americans. HHE offers a lower-priced alternative for consumers to purchase devices directly—circumventing layers of costs associated with conventional hearing aid channels. We look forward to building on the HHE platform by leveraging our own technically advanced devices and making targeted investments in management, marketing and advertising — and ultimately incorporating an online component.

On the technology front we also continue to make great strides. In the first half of 2017 we anticipate a targeted release of our first wireless hearing aid, the Lumen 200B, in the U.S. and German markets. This device will allow for command and control from a smartphone or related accessory. In addition, we have enhanced our self-fitting software technology, through our Signison joint venture in Germany. By the end of the 2017 third quarter, we intend to have our wireless Lumen 200B hearing aid integrated into the self-fitting software and begin targeted pilots in Germany. By the end of the year, we anticipate a similar offering in the U.S. market. This system will provide for efficient fitting and greater access, and move us further along the path to establishing a holistic eco-system of care in hearing health.

Given all that we accomplished in 2016, we are excited about IntriCon's bright future and what we can accomplish with the addition of HHE.

Looking ahead

2016 was a pivotal year for IntriCon. We made marked progress developing our infrastructure, securing a new DTC distribution channel and advancing our technology portfolio. By going direct to consumers on the hearing health front, coupled with our strong medical business, we believe we are well positioned for the future.

We enter 2017 with the infrastructure in place to drive growth, and we remain confident in the prospects of our medical business and look forward to the expected 2017 ramp up of Medtronic's sales. Equally important, we're excited about the opportunity we created through

thoughtful hard work and planning: a chance to deliver superior outcomes-based affordable hearing healthcare. We expect that capitalizing on this opportunity will lead to both a very bright future for IntriCon and to long-term growth in shareholder value.

On behalf of our board of directors and executive team, I want to thank you for your continued support.

Sincerely,

Mark Gorder
President and Chief Executive Officer
IntriCon Corporation
March 15, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

or

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)

Registrant's telephone number, including area code

(651) 636-9770

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Shares, \$1 par value per share

Name of each exchange on
which registered

The NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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. Yes 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). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by rule 12b-2 of the Act). Yes No

The aggregate market value of the voting common shares held by non-affiliates of the registrant on June 30, 2016 was \$31,701,738. Common shares held by each officer and director and by each person who owns 10% or more of the outstanding common shares have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of the registrant's common shares on February 22, 2017 was 6,824,132.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive proxy statement for the 2017 annual meeting of shareholders are incorporated by reference into Part III of this report; provided, however, that the Audit Committee Report and any other information in such Proxy Statement that is not required to be included in this Annual Report on Form 10-K, shall not be deemed to be incorporated herein or filed for the purposes of the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended.

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PART I

ITEM 1. Business

Company Overview

IntriCon Corporation (together with its subsidiaries referred herein as the “Company”, or “IntriCon”, “we”, “us” or “our”) is an international company engaged in designing, developing, engineering, manufacturing and distributing body-worn devices. The Company serves the body-worn device market by designing, developing, engineering, manufacturing and distributing micro-miniature products, microelectronics, micro-mechanical assemblies, complete assemblies and software solutions, primarily for the emerging value based hearing healthcare market, the medical bio-telemetry market and the professional audio communication market. The Company, headquartered in Arden Hills, Minnesota, has facilities in Minnesota, Illinois, Singapore, Indonesia, the United Kingdom and Germany, and operates through subsidiaries. The Company is a Pennsylvania corporation formed in 1930, and has gone through several transformations since its formation. The Company’s core business of body-worn devices was established in 1993 through the acquisition of Resistance Technologies Inc., now known as IntriCon, Inc. The majority of IntriCon’s current management came to the Company with the Resistance Technologies Inc. acquisition, including IntriCon’s President and CEO, who was a co-founder of Resistance Technologies Inc.

In December 2016, the Company’s board of directors approved plans to discontinue its cardiac diagnostic monitoring business. The Company sold the cardiac diagnostic monitoring business on February 17, 2017 to Datrix, LLC. For all periods presented, the Company classified this business as discontinued operations, and, accordingly, has reclassified historical financial data presented herein.

On June 13, 2013, the Company announced a global restructuring plan to accelerate future growth and reduce costs. As part of the restructuring, the Company sold its security and certain microphone and receiver operations on January 27, 2014 to Sierra Peaks Corporation. For all periods presented, the Company classified these businesses as discontinued operations, and, accordingly, has reclassified historical financial data presented herein.

Information contained in this Annual Report on Form 10-K and expressed in U.S. dollars or number of shares are presented in thousands (000s), except for per share data and as otherwise noted.

Business Highlights

Major Events in 2016

In December 2016, the Company’s board of directors approved plans to discontinue its cardiac diagnostic monitoring business. The Company sold the cardiac diagnostic monitoring business on February 17, 2017 to Datrix, LLC. For all periods presented, the Company classified this business as discontinued operations, and, accordingly, has reclassified historical financial data presented herein.

In October of 2016, the Company purchased 20 percent of Hearing Help Express, Inc., a direct-to-consumer mail order hearing aid provider, and began implementing cost cutting measures and business improvements. On January 19, 2017, the Company announced that it had exercised its option to acquire the remaining 80 percent stake in Hearing Help Express. The transaction is expected to close in the first half of 2017.

In August 2016, the Company and its domestic subsidiaries entered into a Ninth Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company, which among other things amended the definition of EBITDA and amended certain financial covenants (see Note 10 to the Company’s consolidated financial statements included herein).

On May 18, 2016, the Company completed a public offering and sale of 805 shares of common stock. The net proceeds from this offering, after deducting underwriting discounts and offering expenses, totaled approximately \$3,678 and were used for working capital and general corporate purposes.

On April 15, 2016, the Company and its domestic subsidiaries entered into an Eighth Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company, which among other things provided an additional \$2,000 under our term note and increased borrowing capacity under our revolving credit facility by an additional \$1,000.

Major Events in 2015

The Company reported its strongest financial results in over a decade, surpassing 2014 results, including its strongest revenue and margin since the rebranding of the Company in 2005.

On November 3, 2015, the Company acquired the assets of PC Werth, a leading supplier of hearing healthcare products and equipment to the United Kingdom’s National Health Service (NHS), through its IntriCon UK subsidiary. The NHS is the largest purchaser of hearing aids in the world, supplying an estimated 1.2 million hearing aids annually.

On November 2, 2015, the Company launched JD Edwards EnterpriseOne platform, a \$2,400 investment in an integrated applications suite of comprehensive enterprise resource planning (ERP) software, to further support its global manufacturing and distribution footprint.

On September 14, 2015, the Company and The Academy of Doctors of Audiology (ADA), announced a joint venture to provide hearing instruments and educational resources that offer unprecedented value for audiologists and their patients.

On March 31, 2015, the Company and its domestic subsidiaries entered into a Seventh Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company, which among other things extended the maturity date of the term loan and revolving credit facility to February 28, 2019.

Major Events in 2014

On December 4, 2014, the Company announced an exclusive distribution agreement with PC Werth in the United Kingdom. PC Werth (now IntriCon UK) has been appointed as one of the main suppliers to the NHS Supply Chain's National Framework.

On January 27, 2014, the Company sold its remaining security and certain microphone and receiver operations, which marked the final milestone in the global strategic restructuring plan announced in 2013.

Market Overview:

IntriCon serves the body-worn device market by designing, developing, engineering, manufacturing and distributing micro-miniature products, microelectronics, micro-mechanical assemblies, complete assemblies and software solutions, primarily for the emerging value based hearing healthcare market, the hearing health market, the medical bio-telemetry market and the professional audio communication market. Revenue from these markets is reported on the respective lines in the discussion of our results of operations in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 20 "Revenue by Market" to the Company's consolidated financial statements included herein.

Value Based Hearing Healthcare Market

The Company believes the value based hearing healthcare (VBHH) market offers significant growth opportunities. In the United States alone, there are approximately 37.5 million adults that report some degree of hearing loss. In adults the most common cause of hearing loss is aging and noise. In fact, by the age of 65 years old, one out of three people have hearing loss. The hearing impaired population is expected to grow significantly over the next decade due to an aging population and more frequent exposure to loud sounds that can cause noise-induced hearing loss. It is estimated that hearing aids can help more than 90 percent of people with hearing loss, however the current market penetration into the U.S. hearing impaired population is approximately 20 percent, a percentage that has remained essentially unchanged for the last four decades. The primary deterrents to greater penetration are cost and access. The average cost of a hearing aid in the US market today is over \$2,400 per device, more than double the cost from twelve years ago. Approximately 70 percent of the hearing impaired have hearing loss in both ears (referred to as a binaural loss), driving the total cost to almost \$5,000 on average for a set of hearing aids.

We believe a perfect vortex of factors has come together over the last few years to enable the emergence of a market disruptive high-quality, low cost distribution model, including, continued consolidation of retail (causing escalating hearing aid prices), consumer outcry, consumer education, advancements in technology (such as behind-the-ear devices, advanced digital signal processing, low-power wireless, and self-fitting software) as well as regulatory actions and pronouncements by the U.S. Food and Drug Administration, the President's Council of Advisors on Science and Technology and the National Academies of Science, Engineering and Medicine.

Today in the US market, the conventional channel pushes all hearing impaired through the same bloated, costly channel. However, a very large portion of the hearing-impaired market – mostly notably those with mild to moderate losses – could be properly served with the proper combination of high quality, outcome based devices, advanced fitting software and consumer services/care best practices – all at much lower cost. We believe fundamental change is needed and are excited about the opportunity that we created through thoughtful hard work and planning: a chance to deliver superior outcomes-based affordable hearing healthcare, by combining state-of-the-art devices and software technology, along with best practices customer service and at a much lower cost directly to consumers across the country, many of whom have not been able to afford care previously.

In early January 2016, the U.S. Food and Drug Administration (FDA) weighed in on low hearing aid penetration rates with an announcement that highlighted statistics from the National Institute on Deafness and Other Communication Disorders. They found that 37.5 million U.S. adults aged 18 and older report some form of hearing loss. However, only 30 percent of adults over 70, and 16 percent of those aged 20 to 69, who could benefit from wearing hearing aids, have ever used them. Based on these statistics, the FDA has reopened the public comment period on draft guidance related to the agency's premarket requirements for hearing aids and personal sound amplifiers (PSAPs). In April 2016, the FDA hosted a public workshop to gather stakeholder and public input on draft guidance related to the agency's premarket requirements for hearing aids and PSAPs. The FDA's intent is to consider ways in which regulation can support further device penetration into the hearing market. In December 2016, the FDA announced important steps to better support consumer access to hearing aids. The agency issued a guidance document explaining that it does not intend to enforce

the requirement that individuals age 18 and older receive a medical evaluation or sign a waiver prior to purchasing most hearing aids, effective immediately. It also announced its commitment to consider creating a category of over-the-counter (OTC) hearing aids that could deliver new, innovative and lower-cost products to millions of consumers. Further guidance is expected in 2017.

The Company is in the final stages of commercializing its PhysioLink™ 2 wireless technology, which will be incorporated into product platforms serving the traditional and value based hearing healthcare markets. This technology is an integrated platform that incorporates IntriCon's Audion™ 8 amplifier and Bluetooth® low energy, enabling wireless connectivity from any Bluetooth® enabled device over distances up to five meters.

We are also currently developing our third generation PhysioLink™ technology, leveraging industry leading wireless IC technology to enable concurrent audio streaming and data transmission over Bluetooth® low energy. This technology will be incorporated into product platforms serving traditional and value hearing healthcare markets, providing end users with an unprecedented experience through breakthrough audio and wireless performance.

In October of 2016, we purchased 20 percent of Hearing Help Express, Inc., a direct-to-consumer mail order hearing aid provider. Hearing Help Express is a key next step in our value-based hearing healthcare strategy. Over the last decade, we have invested in the technology and low-cost manufacturing to design and build superior devices and fitting solutions, to address what we estimate to be a \$1 billion annually value based hearing healthcare market. With this acquisition, we now have the channel infrastructure to directly reach consumers and—importantly for millions—the ability to offer high-quality hearing healthcare at a fraction of the cost. Through our other VBHH initiatives and tests, we have formed alliances with other key partners, which have given us experience and vital insight as we move aggressively into a more consumer-facing role. Hearing Help Express provides an efficient, traditional direct-to-consumer channel to reach consumers who likely do not have insurance that will cover hearing devices. This is a channel that we can build on and expand via technology—and one that is complementary with many of our existing relationships.

In other VBHH channels, 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. In 2012, they expanded their offering to include a hearing aid discount program for health plans. This program is available nationwide to all health insurers, including employer-sponsored, individual and Medicare plans. The insurance model has been successfully demonstrated internationally, where several countries providing a full insurance program are serving 40 to 70 percent of the hearing impaired population. Further, research in the U.S. 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. The Company also has various international VHBB initiatives. On November 3, 2015, the Company acquired the assets of PC Werth through its IntriCon UK subsidiary to gain direct access to the NHS and to have greater control over its efforts to accelerate new market penetration into the United Kingdom. IntriCon UK has been appointed as one of the main suppliers to the NHS Supply Chain's National Framework. The NHS is widely seen as the most efficient hearing aid delivery system in the world, supplying an estimated 1.4 million hearing aids annually. We believe IntriCon is well positioned to serve their needs, and we are developing new technologies to further enhance delivery efficiencies and product standards in the future.

We also believe there are niches in the conventional hearing health channel that will embrace our VBHH proposition in the United States and Europe. High costs of conventional devices and retail consolidation have constrained the growth potential of the independent audiologist and dispenser. We believe our software and product offering can provide independent audiologists and dispensers the ability to compete with larger retailers, such as Costco, and manufacturer owned retail distributors. In the third quarter of 2015, we announced a joint venture with The Academy of Doctors of Audiology (ADA) to provide hearing instruments and educational resources to audiologists and their patients. The joint venture operates as a limited liability company under the name "earVenture LLC". EarVenture was officially launched in November 2015 at the ADA conference. To date, more than 400 of the 1,200 ADA members have registered to join the earVenture program and we have delivered initial units. In 2016, earVenture began rolling-out a comprehensive marketing and sales plan to convert those registered members to consistent customers, as well as solicit non-registered ADA members to join the program. While we do not view earVenture, near term, as a meaningful contributor to sales, it continues to provide valuable industry insights and has the potential for future value by connecting it to our emerging DTC channel.

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 Physioliink™ 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, manufacture and distribute 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.

IntriCon currently has a strong presence in the diabetes and other bio-telemetry markets. For diabetes, IntriCon has partnered with Medtronic to manufacture their wireless continuous glucose monitors (CGM), sensors, and accessories associated with Medtronic's CGM system, including the MiniMed Connect, which links the MiniMed pump and CGM to certain smart devices providing users with a discrete and real-time view of their blood sugar information. Our Medtronic business posted record revenue in 2015, led by the MiniLink REAL-Time Transmitter and related accessories sales, which are incorporated in Medtronic's MiniMed 530G insulin pump and CGM system. In August 2016, the FDA approved the MiniMed 630G system which will replace the 530G system. In addition to the MiniMed 630G system, IntriCon is also designed into the MiniMed 670G system which was approved by the FDA in September 2016, and is scheduled to be launched in the spring of 2017. The MiniMed 670G is the world's first hybrid closed loop insulin delivery system and we are excited to be designed into and supporting such a revolutionary diabetes management system. Looking ahead, we believe there are opportunities to expand our diabetes product offering with Medtronic, as well as move into new markets outside of the diabetes market.

IntriCon has a suite of medical coils and micro coils that it offers to various original equipment manufacturing (OEM) customers. These products are currently used in pacemaker programming and interventional catheter positioning applications.

IntriCon manufactures bubble sensors and flow restrictors that monitor and control the flow of fluid in an intravenous infusion system as well as a family of safety needle products for an 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.

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

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 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. 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.

For information concerning our net sales, net income and assets, see the consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

Core Technologies Overview:

Our core technologies expertise is focused on three main markets: medical bio-telemetry, value based hearing healthcare and professional audio communications. 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), ULP 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 and the need for greater efficiencies in the delivery models. The continued advancements in this area have allowed the Company to further enhance the mobility and effectiveness of miniature body-worn devices.

ULP DSP

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.

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, the DSP technologies are utilized in the Audion8™, our eight-channel hearing aid amplifier, and the Audion16™, our wide dynamic range compression sixteen-channel hearing aid amplifier announced in April 2016. The amplifiers are feature-rich and are designed to fit a wide array of applications. In addition to multiple compression channels, the amplifiers have a complete set of proven adaptive features which greatly improve the user experience.

ULP 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 include diabetes monitoring, and audio streaming for hearing devices.

IntriCon is in the final stages of commercializing its PhysioLink2 and Physiolink3 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 and command and control to ear-worn and body-worn applications over distances of up to five meters. The Physiolink2 technology can be used to increase productivity in the emerging VBHH channels through in office wireless programming, remote cloud based fitting and consumer directed self-fitting of hearing aids. This will provide both greater access and lower costs for patients. In addition, remote control functions will improve the patient experience while using the device especially for those with diminished dexterity. The Physiolink3 technology builds on the Physiolink2 capabilities by adding wireless streaming at much lower power levels than any technology currently on the market. This will allow for accessories to enhance the user experience in noisy environments by allowing audio streaming directly to the hearing aid.

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 transducer technology has been pushing the limits of size and performance for over a decade. Included in our transducer line are our miniature medical coils and micro coils used in pacemaker programming and interventional catheter positioning applications. We believe with the increase of greater interventional care that our coil technology harbors significant value.

Marketing and Competition:

IntriCon intends to focus more capital and resources in marketing and sales to expand its reach into the emerging value based hearing healthcare market and large medical device and healthcare companies in the medical bio-telemetry market outlined above. The Company believes this will allow us to advance our technology portfolio, advance new product platforms, strengthen customer relationships and expand our market knowledge.

Currently, IntriCon sells its hearing device products directly to domestic hearing instrument manufacturers, and distributors and partnerships through an internal sales force. Sales of medical and professional audio communications products are also made primarily through an internal sales force. As a result of the investment in Hearing Help Express, the Company has begun marketing and selling hearing aid devices directly to consumers through direct mail advertising and a call center.

Internationally, sales representatives employed by IntriCon GmbH ("GmbH"), a wholly owned German subsidiary, solicit sales from European hearing instrument, medical device and professional audio communications manufacturers and suppliers.

In recent years, a small number of customers have accounted for a substantial portion of the Company's sales. In 2016, one customer in our medical market accounted for approximately 40 percent of the Company's net sales. During 2016, the top five customers accounted for approximately \$39,972, or 59 percent, of the Company's net sales. See Note 6 to the consolidated financial statements for a discussion of net sales and long-lived assets by geographic area.

IntriCon believes that it is the largest supplier worldwide of micro-miniature electromechanical components to hearing instrument manufacturers and that its full product line, automated manufacturing process and low cost manufacturing capabilities in Asia, allow it to compete effectively with other manufacturers within this market. In the market of hybrid amplifiers and molded plastic faceplates, hearing instrument manufacturers produce a substantial portion of their internal needs for these components.

IntriCon markets its high performance microphone products to the radio communication and professional audio industries and has several larger competitors who have greater financial resources. IntriCon holds a small market share in the global market for microphone capsules and other related products.

Employees. As of December 31, 2016, the Company had a total of 644 full time equivalent employees, of whom 50 are executive and administrative personnel, 21 are sales personnel, 29 are engineering personnel and 544 are operations personnel. The Company considers its relations with its employees to be satisfactory. None of the Company's employees are represented by a union.

As a supplier of consumer and medical products and parts, IntriCon is subject to claims for personal injuries allegedly caused by its products. The Company maintains what it believes to be adequate insurance coverage.

Research and Development. IntriCon conducts research and development activities primarily to improve its existing products and proprietary technology. The Company is committed to investing in the research and development of proprietary technologies, such as the ULP nanoDSP and ULP wireless technologies. The Company believes the continued development of key proprietary technologies will be the catalyst for long-term revenues and margin growth. Research and development expenditures were \$4,688, \$4,279, and \$4,291 in 2016, 2015 and 2014, respectively. These amounts are net of customer and grant reimbursed research and development.

IntriCon owns a number of United States patents which cover a number of product designs and processes. Although the Company believes that these patents collectively add value to the Company, the costs associated with the submission of patent applications are expensed as incurred given the uncertainty of the patents providing future economic benefit to the Company.

Regulation. A large portion of our business operates in a marketplace subject to extensive and rigorous regulation by the FDA and by comparable agencies in foreign countries. In the United States, the FDA regulates the design control, development, manufacturing, labeling, record keeping, and surveillance procedures for medical devices.

United States Food and Drug Administration

FDA regulations classify medical devices based on perceived risk to public health as either Class I, II or III devices. Class I devices are subject to general controls, Class II devices are subject to special controls and Class III devices are subject to pre-market approval (“PMA”) requirements. While most Class I devices are exempt from pre-market submission, it is necessary for most Class II devices to be cleared by a 510(k) pre-market notification prior to marketing. 510(k) establishes that the device is “substantially equivalent” to a legally marketed predicate device which was legally marketed prior to May 28, 1976 or which itself has been found to be substantially equivalent, through the 510(k) process, after May 28, 1976. It is “substantially equivalent” if it has the same intended use and the same technological characteristics as the predicate. The 510(k) pre-market notification must be supported by data establishing the claim of substantial equivalence to the satisfaction of the FDA. The process of obtaining a 510(k) clearance typically can take several months to a year or longer. If the product is notably new or different and substantial equivalence cannot be established, the FDA will require the manufacturer to submit a PMA application for a Class III device that must be reviewed and approved by the FDA prior to sale and marketing of the device in the United States. The process of obtaining PMA approval can be expensive, uncertain, lengthy and frequently requires anywhere from one to several years from the date of FDA submission, if approval is obtained at all. The FDA controls the indicated uses for which a product may be marketed and strictly prohibits the marketing of medical devices for unapproved uses. The FDA can withdraw products from the market for failure to comply with laws or the occurrence of safety risks.

All of our current hearing aid devices are air conduction devices and, as such, are Class I medical devices, exempt from the 510(k) submission process. They are typically marketed to FDA approved manufacturers with IntriCon assisting in the design, development and production. Our manufacturing operations are subject to periodic inspections by the FDA, whose primary purpose is to audit the Company’s compliance with the Quality System Regulations published by the FDA and other applicable government standards. Strict regulatory action may be initiated in response to audit deficiencies or to product performance problems. We believe that our manufacturing and quality control procedures are in compliance with the requirements of the FDA regulations. Our most recent FDA audit was conducted in January of 2017 and no observations were noted by the FDA.

International Regulation

International regulatory bodies have established varying regulations governing product standards, packaging and labeling requirements, import restrictions, tariff regulations, duties and tax. Many of these regulations are similar to those of the FDA. We believe we are in compliance with the regulatory requirements in the foreign countries in which our medical devices are marketed.

The registration system for our medical devices in the EU requires that our quality system conforms to international quality standards and that our medical devices conform to “essential requirements” set forth by the Medical Device Directive (“MDD”). The MDD is undergoing changes with new regulations being reviewed and expected to be approved soon. These new regulations will be referred to as the Medical Device Requirements (MDR) and we will be prepared to be in compliance. Manufacturing facilities and processes under which our hearing aids are produced are inspected and audited by our International Organization for Standardization (“ISO”) registrar British Standards Institute (“BSI”). Our authorized representative, CE Partner 4U, maintains our technical file and registers our products with competent authorities in all EU member states. Manufacturing facilities and processes under which all of our other medical devices are produced are inspected and audited annually by BSI. These audits verify our compliance with the essential requirements of the MDD. These certifying bodies verify that our quality system conforms to the international quality standard ISO 13485:2003 and that our products conform to the “essential requirements” and “supplementary requirements” set forth by the MDD for the class of medical devices we produce. These certifying bodies also certify our conformity with both the quality standards and the MDD requirements, entitling us to place the “CE” mark on all of our hearing aids. Our hearing aid devices typically bear the CE mark of our customers who assume regulatory responsibilities for those devices. In 2014, IntriCon obtained “CE” certification for our own hearing aid devices and we are supplying these devices into the European market.

Third Party Reimbursement

The availability and level of reimbursement from third-party payers for procedures utilizing our products is significant to our business. Our products are purchased primarily by OEM customers who sell into clinics, hospitals and other end-users, who in turn bill various third party payers for the services provided to the patients. These payers, which include Medicare, Medicaid, private health insurance plans and managed care organizations, reimburse all or part of the costs and fees associated with the procedures utilizing our products.

In response to the national focus on rising health care costs, a number of changes to reduce costs have been proposed or have begun to emerge. There have been, and may continue to be, proposals by legislators, regulators and third party payers to curb these costs. The development or increased use of more cost effective treatments for diseases could cause such payers to decrease or deny reimbursement for surgeries or devices to favor alternatives that do not utilize our products. A significant number of Americans enroll in some form of managed care plan. Higher managed care utilization typically drives down the payments for health care procedures, which in turn places pressure on medical supply prices. This causes hospitals to implement tighter vendor selection and certification processes, by reducing the number of vendors used, purchasing more products from fewer vendors and trading discounts on price for guaranteed higher volumes to vendors. Hospitals have also sought to control and reduce costs over the last decade by joining group

purchasing organizations or purchasing alliances. We cannot predict what continuing or future impact these practices, the existing or proposed legislation, or such third-party payer measures within a constantly changing healthcare landscape may have on our future business, financial condition or results of operations.

Forward-Looking Statements

Certain statements included or incorporated by reference in this Annual Report on Form 10-K or the Company's other public filings and releases, which are not historical facts, or that include forward-looking terminology such as "may", "will", "believe", "anticipate", "expect", "should", "optimistic", "continue", "estimate", "intend", "plan", "would", "could", "guidance", "potential", "opportunity", "project", "forecast", "confident", "projections", "scheduled", "designed", "future", "discussion", "if" or the negative thereof or other variations thereof, are forward-looking statements (as such term is defined in 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 "Business," "Legal Proceedings," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Notes to the Consolidated Financial Statements", such as the Company's ability to compete, strategic alliances and their benefits, the adequacy of insurance coverage, government regulation, potential increases in demand for the Company's products, net operating loss carryforwards, the ability to meet cash requirements for operating needs, the ability to meet liquidity needs, assumptions used to calculate future levels of funding of employee benefit plans, the adequacy of insurance coverage, the impacts of new accounting pronouncements and litigation.

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 body-worn device markets, the effect of compliance with environmental protection laws and other government regulations, estimates of goodwill impairments and amortization expense of other intangible assets, estimates of asset impairment, 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 risks, uncertainties and other factors that can cause actual results and developments to be materially different from those expressed or implied by such forward-looking statements, including, without limitation, the risk factors discussed in Item 1A of this Annual Report on Form 10-K.

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.

Available Information

The Company files or furnishes its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other information with the SEC. You may read and copy any reports, statements and other information that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, on official business days during the hours of 10:00 a.m. to 3:00 p.m. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Company's reports, proxy and information statements and other SEC filings are also available on the SEC's website as part of the EDGAR database (<http://www.sec.gov>).

The Company maintains an internet web site at www.IntriCon.com. The Company maintains a link to the SEC's website by which you may review its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended.

The information on the website listed above, is not and should not be considered part of this annual report on Form 10-K and is not incorporated by reference in this document. This website is and is only intended to be an inactive textual reference.

In addition, we will provide, at no cost (other than for exhibits), paper or electronic copies of our reports and other filings made with the SEC. Requests should be directed to:

Corporate Secretary
IntriCon Corporation
1260 Red Fox Road
Arden Hills, MN 55112

ITEM 1A. Risk Factors

You should carefully consider the risks described below. If any of the risks events actually occur, our business, financial condition or results of future operations could be materially adversely affected. This Annual Report on Form 10-K contains forward-looking statements that involve risk and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by us described below and elsewhere in this Annual Report on Form 10-K.

We have experienced and expect to continue to experience fluctuations in our results of operations, which could adversely affect us.

Factors that affect our results of operations include, but are not limited to, the volume and timing of orders received, changes in the global economy and financial markets, changes in the mix of products sold, market acceptance of our products and our customer's products, competitive pricing pressures, global currency valuations, the availability of electronic components that we purchase from suppliers, our ability to meet demand, our ability to introduce new products on a timely basis, the timing of new product announcements and introductions by us or our competitors, changing customer requirements, delays in new product qualifications, and the timing and extent of research and development expenses. These factors have caused and may continue to cause us to experience fluctuations in operating results on a quarterly and/or annual basis. These fluctuations could materially adversely affect our business, financial condition and results of operations, which in turn, could adversely affect the price of our common stock.

The loss of one or more of our major customers could adversely affect our results of operations.

We are dependent on a small number of customers for a large portion of our revenues. In fiscal year 2016, our largest customer accounted for approximately 40 percent of our net sales and our five largest customers accounted for approximately 59 percent of our net sales. A significant decrease or delay in the sales to or loss of any of our major customers could have a material adverse effect on our business and results of operations. Our revenues are largely dependent upon the ability of customers to develop and sell products that incorporate our products. No assurance can be given that our major customers will not experience financial, technical, regulatory or other difficulties or delays that could adversely affect their operations and, in turn, our results of operations.

We may not be able to collect outstanding accounts receivable from our customers.

Some of our customers purchase our products on credit, which may cause a concentration of accounts receivable among some of our customers. As of December 31, 2016, we had accounts receivable, less allowance for doubtful accounts, of \$7,289, which represented approximately 39 percent of our shareholders' equity as of that date. As of that date, two customers accounted for a combined total of 31 percent of our accounts receivable. Our financial condition and profitability may be harmed if one or more of our customers are unable or unwilling to pay these accounts receivable when due.

We recently acquired control of Hearing Help Express and we may explore other acquisitions that complement or expand our business. Acquisitions pose significant risks and may materially adversely affect our business, financial condition and operating results.

We recently acquired 20 percent of Hearing Help Express, a direct-to-consumer mail order hearing aid provider, and on January 19, 2017, the Company announced that it has exercised its option to acquire the remaining 80 percent stake in Hearing Help Express. The option exercise is expected to close in the first half of 2017. Hearing Help Express represents a new and exciting business opportunity; however, we do not have any prior experience in the direct-to-consumer mail order hearing aid business and we may not be able to successfully integrate or profitably operate this business. Our success will be largely influenced by management's ability to hire and retain skilled direct-to-consumer personnel.

We may explore opportunities to buy other businesses or technologies that could complement, enhance or expand our current business or product lines or that might otherwise offer us growth opportunities. We may have difficulty finding these opportunities or, if we do identify these opportunities, we may not be able to complete the transactions for various reasons, including a failure to secure financing.

The Hearing Help Express acquisition, and any other transactions that we are able to identify and complete, involve a number of risks, including: the diversion of our management's attention from our existing business to integrate the operations and personnel of the acquired or combined business or joint venture; possible adverse effects on our operating results during the integration process; unanticipated liabilities and litigation; and our possible inability to achieve the intended objectives of the transaction. In addition, we may not be able to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or employees. Future acquisitions also may result in dilutive issuances of equity securities or the incurrence of additional debt.

Despite signs of improvement in economic conditions, downturns in the domestic economic environment could cause a severe disruption in our operations.

Our business has been negatively impacted by the domestic economic environment in recent years. If the economy does not continue to improve, or worsens, there could be several severely negative implications to our business that may exacerbate many of the risk factors we identified including, but not limited to, the following:

Liquidity:

- The domestic economic environment, including credit markets, could worsen and reduce liquidity and this could have a negative impact on financial institutions and the country's financial system, which could, in turn, have a negative impact on our business.
- We may not be able to borrow additional funds under our existing credit facility and may not be able to expand our existing facility if our lender becomes insolvent or its liquidity is limited or impaired or if we fail to meet covenant levels going forward. In addition, we may not be able to renew our existing credit facility at the conclusion of its current term in February 2019 or renew it on terms that are favorable to us.
- During the last few years the Federal Reserve Board's involvement in the purchase of U.S. government debt securities, commonly known as "quantitative easing," has caused interest rates to be lower than they would have been without such involvement. As a result of the end of quantitative easing in October 2014, and the decision by the Federal Reserve to raise the target federal funds rate, interest rates are expected to continue to rise, which could disrupt domestic and world markets and could adversely affect our liquidity and results of operations.

Demand:

- Any deterioration in the economy or a return to recession could result in lower sales to our customers. Additionally, our customers may not have access to sufficient cash or short-term credit to obtain our products or services.

Prices:

- Certain markets could experience deflation, which would negatively impact our average prices and reduce our margins.

Health care policy changes, including U.S. health care reform legislation signed in 2010, may have a material adverse effect on us.

In March 2010, President Obama signed into law the Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act of 2010, collectively referred to as the Affordable Care Act. The legislation imposes significant new taxes on medical device makers in the form of a 2.3% excise tax on all U.S. medical device sales beginning in January 2013. Under the legislation, the total cost to the medical device industry is expected to be approximately \$30 billion over ten years. This significant increase in the tax burden on our industry could have a material, negative impact on our results of operations and our cash flows either directly, through taxes on us, or indirectly through others in our value chain being subject to the tax. Although the direct impact of the excise tax is expected to be immaterial on us, if facts or circumstances change in our business relationships, we could be subject to customer pricing pressures or required to pay additional taxes under the rules. Other elements of this legislation, such as comparative effectiveness research, an independent payment advisory board, payment system reforms, including shared savings pilots, and other provisions, could meaningfully change the way health care is developed and delivered, and may materially impact numerous aspects of our business. In December 2015, legislation suspended the 2.3% medical device tax for fiscal years 2016 and 2017, but the tax would go back into effect on December 31, 2017 unless further legislation is adopted.

The new Presidential Administration and members of Congress have expressed their intentions to repeal and replace the Affordable Care Act. We cannot predict if the Affordable Care Act will be modified, repealed or replaced or the effect that any such actions will have on our business.

If we are unable to continue to develop new products that are inexpensive to manufacture, our results of operations could be adversely affected.

We may not be able to continue to achieve our historical profit margins due to advancements in technology. The ability to continue our profit margins is dependent upon our ability to stay competitive by developing products that are technologically advanced and inexpensive to manufacture.

Our need for continued investment in research and development may increase expenses and reduce our profitability.

Our industry is characterized by the need for continued investment in research and development. If we fail to invest sufficiently in research and development, our products could become less attractive to existing and potential customers and our business and financial condition could be materially and adversely affected. As a result of the need to maintain or increase spending levels in this area and the difficulty in reducing costs associated with research and development, our operating results could be materially harmed if our research and development efforts fail to result in new products or if revenues fall below expectations. In addition, as a result of our

commitment to invest in research and development, management believes that research and development expenses as a percentage of revenues could increase in the future.

We operate in a highly competitive business and if we are unable to be competitive, our financial condition could be adversely affected.

Several of our competitors have been able to offer more standardized and less technologically advanced hearing and professional audio communication products at lower prices. Price competition has had an adverse effect on our sales and margins. Many of our competitors are larger than us and have greater research and development resources, marketing and financial resources, manufacturing capability and customer support organizations than we have. There can be no assurance that we will be able to maintain or enhance our technical capabilities or compete successfully with our existing and future competitors.

Merger and acquisition activity in our hearing health market has resulted in a smaller customer base. Reliance on fewer customers may have an adverse effect on us.

Several of our customers in the hearing health market have undergone mergers or acquisitions, resulting in a smaller customer base with larger customers. If we are unable to maintain satisfactory relationships with the reduced customer base, it may adversely affect our operating profits and revenue.

Unfavorable legislation in the hearing health market may decrease the demand for our products, and may negatively impact our financial condition.

In some of our foreign markets, government subsidies cover a portion of the cost of hearing aids. A change in legislation that would reduce or eliminate these subsidies could decrease the demand for our hearing health products. This could result in an adverse effect on our operating results. We are unable to predict the likelihood of any such legislation.

Our failure, or the failure of our customers, to obtain required governmental approvals and maintain regulatory compliance for regulated products would adversely affect our ability to generate revenue from those products.

The markets in which our business operates are subject to extensive and rigorous regulation by the FDA and by comparable agencies in foreign countries. In the United States, the FDA regulates the design control, development, manufacturing, labeling, record keeping, and surveillance procedures for our medical devices and those of our customers

The process of obtaining marketing clearance or approvals from the FDA for new products and new applications for existing products can be time-consuming and expensive, and there is no assurance that such clearance/approvals will be granted, or that the FDA review will not involve delays that would adversely affect our ability to commercialize additional products or additional applications for existing products. Some of our products in the research and development stage may be subject to a lengthy and expensive pre-market approval process with the FDA. The FDA has the authority to control the indicated uses of a device. Products can also be withdrawn from the market due to failure to comply with regulatory standards or the occurrence of unforeseen problems. The FDA regulations depend heavily on administrative interpretation, and there can be no assurance that future interpretations made by the FDA or other regulatory bodies, with possible retroactive effect, will not adversely affect us.

The registration system for our medical devices in the EU requires that our quality system conform to international quality standards. Manufacturing facilities and processes under which our hearing aid devices are produced, are inspected and audited by various certifying bodies. These audits verify our compliance with applicable requirements and standards. Further, the FDA, various state agencies and foreign regulatory agencies inspect our facilities to determine whether we are in compliance with various regulations relating to quality systems, such as manufacturing practices, validation, testing, quality control, product labeling and product surveillance. A determination that we are in violation of such regulations could lead to imposition of civil penalties, including fines, product recalls or product seizures, suspensions or shutdown of production and, in extreme cases, criminal sanctions, depending on the nature of the violation.

Further, to the extent that any of our customers to whom we supply products become subject to regulatory actions or delays, our sales to those customers could be reduced, delayed or suspended, which could have a material adverse effect on our sales and earnings.

Implementation of our growth strategy may not be successful, which could affect our ability to increase revenues.

Our growth strategy includes developing new products and entering new markets, as well as identifying and integrating acquisitions. Our ability to compete in new markets will depend upon a number of factors including, among others:

- our ability to create demand for products in new markets;
- our ability to manage growth effectively;
- our ability to strengthen our sales and marketing presence;
- our ability to successfully identify, complete and integrate acquisitions;
- our ability to respond to changes in our customers' businesses by updating existing products and introducing, in a timely fashion, new products which meet the needs of our customers;

- the quality of our new products; and
- our ability to respond rapidly to technological change.

The failure to do any of the foregoing could have a material adverse effect on our business, financial condition and results of operations. In addition, we may face competition in these new markets from various companies that may have substantially greater research and development resources, marketing and financial resources, manufacturing capability and customer support organizations.

We have foreign operations in Singapore, Indonesia, the United Kingdom and Germany, and various factors relating to our international operations could affect our results of operations.

In 2016, we operated in Singapore, Indonesia, the United Kingdom and Germany. Approximately 19 percent of our revenues were derived from our facilities in these countries in 2016. As of December 31, 2016, approximately 30 percent of our long-lived assets are located in these countries. Political or economic instability in these countries could have an adverse impact on our results of operations due to diminished revenues in these countries. Our future revenues, costs of operations and profit results could be affected by a number of factors related to our international operations, including changes in foreign currency exchange rates, changes in economic conditions from country to country, changes in a country's political condition, trade protection measures, licensing and other legal requirements and local tax issues. Unanticipated currency fluctuations in the British pound, euro, Singapore dollar and other currencies could lead to lower reported consolidated revenues due to the translation of this currency into U.S. dollars when we consolidate our revenues and results from operations.

Events in Europe could negatively affect our ability to conduct business in those countries.

Following a referendum in June 2016 in which voters in the United Kingdom approved an exit from the European Union, it is expected that the United Kingdom government will initiate a process to leave the European Union (often referred to as Brexit). In 2016, we derived 30 percent of our revenues from sales outside the U.S., including 16 percent from Europe. The consequences of Brexit, together with what may be protracted negotiations around the terms of Brexit, could introduce significant uncertainties into global financial markets and adversely impact the markets in which we and our customers operate. While we are not experiencing any immediate adverse impact on our financial condition as a result of Brexit, adverse consequences such as deterioration in economic conditions, volatility in currency exchange rates or adverse changes in regulation could have a negative impact on our future operations, operating results and financial condition. All of these potential consequences could be further magnified if additional countries were to exit the European Union.

The recent debt crisis in certain European countries could cause the value of the euro to deteriorate, reducing the purchasing power of our European customers. Financial difficulties experienced by our suppliers and customers, including distributors, could result in product delays and inventory issues; risks to accounts receivable could also include delays in collection and greater bad debt expense. Also, the effect of the debt crisis in certain European countries could have an adverse effect on the capital markets generally, specifically impacting our ability and the ability of our customers to finance our and their respective businesses on acceptable terms, if at all, the availability of materials and supplies and demand for our products.

We may experience difficulty in paying our debt when it comes due, which could limit our ability to obtain financing.

As of December 31, 2016, we had bank debt of \$9,711. Our ability to pay the principal and interest on our indebtedness as it comes due will depend upon our current and future performance. Our performance is affected by general economic conditions and by financial, competitive, political, business and other factors. Many of these factors are beyond our control. We believe that availability under our existing credit facility combined with funds expected to be generated from operations and control of capital spending will be sufficient to meet our anticipated cash requirements for operating needs for at least the next 12 months. If, however, we are unable to renew these facilities or obtain waivers for covenant defaults in the future or do not generate sufficient cash, we may be required to seek additional financing or sell equity 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 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 and performance. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources".

If we fail to meet our financial and other covenants under our loan agreements with our lenders, absent a waiver, we will be in default of the loan agreements and our lenders can take actions that would adversely affect our business.

There can be no assurances that we will be able to maintain compliance with the financial and other covenants in our loan agreements. In the event we are unable to comply with these covenants during future periods, it is uncertain whether our lenders will grant waivers for our non-compliance. If there is an event of default by us under our loan agreements, our lenders have the option to, among other things, accelerate any and all of our obligations under the loan agreements which would have a material adverse effect on our business, financial condition and results of operations.

Our success depends on our senior management team and if we are not able to retain them, it could have a materially adverse effect on us.

We are highly dependent upon the continued services and experience of our senior management team, including Mark S. Gorder, our President, Chief Executive Officer and director. We depend on the services of Mr. Gorder and the other members of our senior management team to, among other things, continue the development and implementation of our business strategies and maintain and develop our client relationships. We do not maintain key-man life insurance for any members of our senior management team.

Cybersecurity incidents could disrupt business operations, result in the loss of critical and confidential information, and adversely impact our reputation and results of operations.

Global cybersecurity threats can range from uncoordinated individual attempts to gain unauthorized access to our information technology (IT) systems to sophisticated and targeted measures known as advanced persistent threats. While we employ comprehensive measures to prevent, detect, address and mitigate these threats (including access controls, vulnerability assessments, continuous monitoring of our IT networks and systems and maintenance of backup and protective systems), cybersecurity incidents, depending on their nature and scope, could potentially result in the misappropriation, destruction, corruption or unavailability of critical data and confidential or proprietary information (our own or that of third parties) and the disruption of business operations. The potential consequences of a material cybersecurity incident include reputational damage, loss of customers, litigation with customers and other parties, loss of trade secrets and other proprietary business data, diminution in the value of our investment in research, development and engineering, and increased cybersecurity protection and remediation costs, which in turn could adversely affect our competitiveness and results of operations.

Our future success depends in part on the continued service of our engineering and technical personnel and our ability to identify, hire and retain additional personnel.

There is intense competition for qualified personnel in our markets. We may not be able to continue to attract and retain engineers or other qualified personnel necessary for the development and growth of our business or to replace engineers or other qualified personnel who may leave our employ in the future. The failure to retain and recruit key technical personnel could cause additional expense, potentially reduce the efficiency of our operations and could harm our business.

We and/or our customers may be unable to protect our and their proprietary technology and intellectual property rights or keep up with that of competitors.

Our ability to compete effectively against other companies in our markets depends, in part, on our ability and the ability of our customers to protect our and their current and future proprietary technology under patent, copyright, trademark, trade secret and unfair competition laws. We cannot assure that our means of protecting our proprietary rights in the United States or abroad will be adequate, or that others will not develop technologies similar or superior to our technology or design around the proprietary rights we own or license. In addition, we may incur substantial costs in attempting to protect our proprietary rights.

Also, despite the steps taken by us to protect our proprietary rights, it may be possible for unauthorized third parties to copy or reverse-engineer aspects of our and our customers' products, develop similar technology independently or otherwise obtain and use information that we or our customers regard as proprietary. We and our customers may be unable to successfully identify or prosecute unauthorized uses of our or our customers' technology.

If we become subject to material intellectual property infringement claims, we could incur significant expenses and could be prevented from selling specific products.

We may become subject to material claims that we infringe the intellectual property rights of others in the future. We cannot assure that, if made, these claims will not be successful. Any claim of infringement could cause us to incur substantial costs defending against the claim even if the claim is invalid, and could distract management from other business. Any judgment against us could require substantial payment in damages and could also include an injunction or other court order that could prevent us from offering certain products.

Environmental liability and compliance obligations may affect our operations and results.

Our manufacturing operations are subject to a variety of environmental laws and regulations as well as internal programs and policies governing:

- air emissions;
- wastewater discharges;
- the storage, use, handling, disposal and remediation of hazardous substances, wastes and chemicals; and
- employee health and safety.

If violations of environmental laws occur, we could be held liable for damages, penalties, fines and remedial actions. Our operations and results could be adversely affected by any material obligations arising from existing laws, as well as any required material modifications arising from new regulations that may be enacted in the future. We may also be held liable for past disposal of hazardous substances generated by our business or former businesses or businesses we acquire. In addition, it is possible that we may be held liable for contamination discovered at our present or former facilities.

We are subject to numerous asbestos-related lawsuits, which could adversely affect our financial position, results of operations or liquidity.

We are 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 we sold in March 2005. Due to the non-informative nature of the complaints, we do not know whether any of the complaints state valid claims against us. Certain insurance carriers have informed us 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, we have other primary and excess insurance policies that we believe 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 our tender of defense of these cases, or have denied coverage, or have accepted the tenders but asserted a reservation of rights and/or advised us that they need to investigate further. Because settlement payments are applied to all years a litigant was deemed to have been exposed to asbestos, we believe we 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 we will be required to pay; accordingly, we expect that our litigation costs will increase in the future as the older policies are exhausted. 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. If our insurance policies do not cover the costs and any awards for the asbestos-related lawsuits, we will have to use our cash or obtain additional financing to pay the asbestos-related obligations and settlement costs. There is no assurance that we will have the cash or be able to obtain additional financings on favorable terms to pay asbestos related obligations or settlements should they occur. The ultimate outcome of any legal matter cannot be predicted with certainty. In light of the significant uncertainty associated with asbestos lawsuits, there is no guarantee that these lawsuits will not materially adversely affect our financial position, results of operations or liquidity.

The market price of our common stock has been and is likely to continue to be volatile and there has been limited trading volume in our stock, which may make it difficult for shareholders to resell common stock when they want to and at prices they find attractive.

The market price of our common stock has been and is likely to be highly volatile, and there has been limited trading volume in our common stock. The common stock market price could be subject to wide fluctuations in response to a variety of factors, including the following:

- announcements of fluctuations in our or our competitors' operating results;
- the timing and announcement of sales or acquisitions of assets by us or our competitors;
- changes in estimates or recommendations by securities analysts;
- adverse or unfavorable publicity about our products, technologies or us;
- the commencement of material litigation, or an unfavorable verdict, against us;
- terrorist attacks, war and threats of attacks and war;
- additions or departures of key personnel; and
- sales of common stock by us or our shareholders.

In addition, the stock market in recent years has experienced significant price and volume fluctuations. Such volatility has affected many companies irrespective of, or disproportionately to, the operating performance of these companies. These broad fluctuations and limited trading volume may materially adversely affect the market price of our common stock, and your ability to sell our common stock.

Most of our outstanding shares are available for resale in the public market without restriction. The sale of a large number of these shares could adversely affect the share price and could impair our ability to raise capital through the sale of equity securities or make acquisitions for common stock.

“Anti-takeover” provisions may make it more difficult for a third party to acquire control of us, even if the change in control would be beneficial to shareholders.

We are a Pennsylvania corporation. Anti-takeover provisions in Pennsylvania law and our charter and bylaws could make it more difficult for a third party to acquire control of us. These provisions could adversely affect the market price of the common stock and could reduce the amount that shareholders might receive if we are sold. For example, our charter provides that the board of directors may issue preferred stock without shareholder approval. In addition, our bylaws provide for a classified board, with each board member serving a staggered three-year term. Directors may be removed by shareholders only with the approval of the holders of at least two-thirds of all of the shares outstanding and entitled to vote.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential shareholders and customers could lose confidence in our financial reporting, which could harm our business, the trading price of our stock and our ability to retain our current customers or obtain new customers.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, referred to as Section 404, we are required to include in our Annual Reports on Form 10-K, our management's report on internal control over financial reporting. Currently, we are not required to include a report of our independent registered public accounting firm on our internal controls because we are a "smaller reporting company" under SEC rules; therefore, shareholders do not have the benefit of an independent review of our internal controls. While we have reported no "material weaknesses" in the Form 10-K for the fiscal year ended December 31, 2016, we cannot guarantee that we will not have material weaknesses in the future. Compliance with the requirements of Section 404 is expensive and time-consuming. If in the future we fail to complete this evaluation in a timely manner, or if we determine that we have a material weakness, we could be subject to regulatory scrutiny and a loss of public confidence in our internal control over financial reporting. In addition, any failure to establish an effective system of disclosure controls and procedures could cause our current and potential investors and customers to lose confidence in our financial reporting and disclosure required under the Securities Exchange Act of 1934, which could adversely affect our business and the market price of our common stock.

ITEM 1B. Unresolved Staff Comments

Not applicable.

ITEM 2. Properties

The Company leases seven facilities, three domestically and four internationally, as follows:

- a 47,000 square foot manufacturing facility in Arden Hills, Minnesota, which also serves as the Company's headquarters, from a partnership consisting of two former officers of IntriCon Inc. and Mark S. Gorder, a member of the board, president and CEO of the Company. At this facility, the Company manufactures body-worn devices, other than plastic component parts. Annual base rent expense, including real estate taxes and other charges, is approximately \$492. The Company believes the terms of the lease agreement are comparable to those which could be obtained from unaffiliated third parties. As amended, this lease expires in January 2022.
- a 46,000 square foot building in Vadnais Heights, Minnesota at which IntriCon produces plastic component parts for body-worn devices. Annual base rent expense, including real estate taxes and other charges, is approximately \$415. This lease expires in December 2017.
- a 22,000 square facility in DeKalb, Illinois which houses Hearing Help Express's sales and administrative offices and warehouse. Annual base rent expense is approximately \$194. We are also responsible for our pro rata share of common area costs, real estate taxes and insurance costs. This lease expires in March 2022.
- a 28,000 square foot building in Singapore which houses production facilities and administrative offices. Annual base rent expense, including real estate taxes and other charges, is approximately \$385. This lease expires in October 2020.
- a 15,000 square foot facility in Indonesia which houses production facilities. Annual base rent expense, including real estate taxes and other charges is approximately \$66. This lease expires in July 2021.
- a 2,000 square foot facility in Germany which houses sales and administrative offices. Annual base rent expense, including real estate taxes and other charges, is approximately \$29. This lease expires in June 2022.
- a 11,900 square foot facility in United Kingdom which houses sales and administrative offices. Annual base rent expense, including real estate taxes and other charges, is approximately \$98. This lease expires in April 2021.

See Notes 17 and 18 to the Company's consolidated financial statements in Item 8 of the Annual Report on Form 10-K.

ITEM 3. 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.

The Company's former wholly owned French subsidiary, Selas SAS, filed for insolvency in France. The Company may be subject to additional litigation or liabilities as a result of the completion of the French insolvency proceeding, including liabilities under guarantees aggregating approximately \$410.

The Company is also involved from time to time in other lawsuits arising in the normal course of business, as further described in Note 17 to the consolidated financial statements in Item 8. 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 the Company's consolidated financial position, liquidity, or results of operations.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 4A. Executive Officers of the Registrant

The names, ages and offices (as of February 22, 2017) of the Company's executive officers were as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mark S. Gorder	70	President, Chief Executive Officer and Director of the Company
Scott Longval	40	Chief Financial Officer and Treasurer of the Company
Michael P. Geraci	58	Vice President, Sales and Marketing
Dennis L. Gonsior	58	Vice President, Global Operations
Greg Gruenhagen	63	Vice President, Corporate Quality and Regulatory Affairs

Mr. Gorder joined the Company in October 1993 when Resistance Technology, Inc. (RTI) (now known as IntriCon, Inc.) was acquired by the Company. Mr. Gorder received a Bachelor of Arts degree in Mathematics from the St. Olaf College, a Bachelor of Science degree in Electrical Engineering from the University of Minnesota and a Master of Business Administration from the University of Minnesota. Prior to the acquisition, Mr. Gorder was President and one of the founders of RTI, which began operations in 1977. Mr. Gorder was promoted to Vice President of the Company and elected to the Board of Directors in April 1996. In December 2000, he was elected President and Chief Operating Officer and in April 2001, Mr. Gorder assumed the role of Chief Executive Officer.

Mr. Longval has served as the Company's Chief Financial Officer since July 2006. Mr. Longval received a Bachelor of Science degree in Accounting from the University of St. Thomas. Prior to being appointed as CFO, Mr. Longval served as the Company's Corporate Controller since September 2005. Prior to joining the Company, Mr. Longval was Principal Project Analyst at ADC Telecommunications, Inc., a provider of innovative network infrastructure products and services, from March 2005 until September 2005. From May 2002 until March 2005 he was employed by Accellent, Inc., formerly MedSource Technologies, a provider of outsourcing solutions to the medical device industry, most recently as Manager of Financial Planning and Analysis. From September 1998 until April 2002, he was employed by Arthur Andersen, most recently as experienced audit senior.

Mr. Geraci joined the Company in October 1983. Mr. Geraci received a Bachelor of Science degree in Electrical Engineering from Bradley University and a Master of Business Administration from the University of Minnesota – Carlson School of Business. He has served as the Company's Vice President of Sales and Marketing since January 1995.

Mr. Gonsior joined the Company in February 1982. Mr. Gonsior received a Bachelor of Science degree from Saint Cloud State University. He has served as the Company's Vice President of Operations since January 1996.

Mr. Gruenhagen joined the Company in November 1984. Mr. Gruenhagen received a Bachelor of Science degree from Iowa State University. He has served as the Company's Vice President of Corporate Quality and Regulatory Affairs since December 2007. Prior to that, Mr. Gruenhagen served as Director of Corporate Quality since 2004 and Director of Project Management since 2000.

PART II

ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company’s common shares are listed on the NASDAQ Global Market under the ticker symbol “IIN”.

Market and Dividend Information

The high and low sale prices of the Company’s common stock during each quarterly period during the past two years were as follows:

Quarter	2016 Market Price Range		2015 Market Price Range	
	High	Low	High	Low
First	\$ 8.02	5.93	\$ 8.50	6.54
Second	6.88	5.25	8.16	7.03
Third	5.80	4.12	8.30	5.59
Fourth	6.95	5.39	8.65	6.13

The closing sale price of the Company’s common stock on February 22, 2017, was \$7.90 per share.

At February 22, 2017 the Company had 241 shareholders of record of common stock. Such number does not reflect shareholders who beneficially own common stock in nominee or street name.

The Company currently intends to retain any future earnings to support operations and to finance the growth and development of its business and does not intend to pay cash dividends on its common stock for the foreseeable future. Any payment of future dividends will be at the discretion of the Board of Directors and will depend upon, among other things, the Company’s earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions with respect to the payment of dividends, and other factors that the Board of Directors deems relevant. Terms of the Company’s banking agreements prohibit the payment of cash dividends without prior bank approval.

See “Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters — Equity Compensation Plans” of this Annual Report on Form 10-K for disclosure regarding our equity compensation plans.

On May 18, 2016, the Company completed a public offering and sale of 805 shares of common stock. The net proceeds from this offering, after deducting underwriting discounts and offering expenses, totaled approximately \$3,678 and were used for working capital and general corporate purposes.

In 2016, the Company did not sell any unregistered securities and did not repurchase any of its securities.

ITEM 6. Selected Financial Data

Year Ended December 31	<u>2016 (a)</u>	<u>2015 (a)</u>	<u>2014 (a)</u>	<u>2013</u>	<u>2012</u>
Sales, net	\$ 68,009	\$ 68,527	\$ 67,094	\$ 52,961	\$ 59,955
Gross profit	17,072	18,756	18,115	12,169	15,299
Operating expenses	18,674	15,025	13,836	13,507	13,231
Interest expense	(553)	(369)	(461)	(600)	(755)
Gain on sale of investment in partnership	—	—	—	—	822
Other expense, net	(602)	(261)	(1)	(135)	(212)
Income (loss) from continuing operations before income taxes, non-controlling interest and discontinued operations	(2,757)	3,101	3,817	(2,073)	1,923
Income tax expense	(217)	(19)	(428)	(217)	(164)
Net income (loss) from continuing operations before non-controlling interest and discontinued operations	(2,974)	3,082	3,389	(2,290)	1,759
Loss on sale of discontinued operations, net of income taxes	—	—	(120)	—	—
Loss from discontinued operations, net of income taxes	(1,770)	(965)	(1,021)	(3,872)	(1,050)
Net income (loss)	(4,744)	2,117	2,248	(6,162)	709
Less: Loss allocated to non-controlling interest	(157)	(111)	—	—	—
Net income (loss) attributable to shareholders	<u>\$ (4,587)</u>	<u>\$ 2,228</u>	<u>\$ 2,248</u>	<u>\$ (6,162)</u>	<u>\$ 709</u>
Basic income (loss) per share attributable to shareholders:					
Continuing operations	\$ (0.43)	\$ 0.54	\$ 0.59	\$ (0.40)	\$ 0.31
Discontinued operations	(0.27)	(0.16)	(0.20)	(0.68)	(0.19)
Net income (loss)	<u>\$ (0.71)</u>	<u>\$ 0.38</u>	<u>\$ 0.39</u>	<u>\$ (1.08)</u>	<u>\$ 0.13</u>
Diluted income (loss) per share attributable to shareholders:					
Continuing operations	\$ (0.43)	\$ 0.51	\$ 0.56	\$ (0.40)	\$ 0.30
Discontinued operations	(0.27)	(0.15)	(0.19)	(0.68)	(0.18)
Net income (loss)	<u>\$ (0.71)</u>	<u>\$ 0.36</u>	<u>\$ 0.37</u>	<u>\$ (1.08)</u>	<u>\$ 0.12</u>
Weighted average number of shares outstanding during year:					
Basic	6,497	5,907	5,791	5,699	5,669
Diluted	6,497	6,241	6,038	5,699	5,888

Other Financial Highlights

Year Ended December 31	<u>2016 (a)</u>	<u>2015 (a)</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Working capital (c)	8,456	11,302	7,804	5,978	8,893
Total assets	43,758	41,886	33,961	32,720	39,132
Long-term debt	9,284	7,929	4,627	6,271	7,222
Equity	19,011	18,897	16,107	13,308	18,722
Depreciation and amortization	2,041	1,755	2,182	2,402	1,983

- (a) In 2016, the Company classified its cardiac diagnostic monitoring operations as discontinued operations. The Company revised its financial statements for 2016 and 2015 to reflect the discontinued operations.
- (b) Working capital is equal to current assets less current liabilities.

ITEM 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Company Overview

IntriCon Corporation (together with its subsidiaries, the “Company” or “IntriCon”, “we”, “us” or “our”) is an international company engaged in designing, developing, engineering, manufacturing and distributing body-worn devices. The Company serves the body-worn device market by designing, developing, engineering, manufacturing and distributing micro-miniature products, microelectronics, micro-mechanical assemblies and complete assemblies, primarily for bio-telemetry devices, hearing instruments and professional audio communication devices.

As discussed below, the Company has two operating segments - its body-worn device segment and its hearing health direct-to-consumer segment. Our expertise in these segments is focused on four main markets: emerging value based hearing healthcare, hearing health, medical bio-telemetry and professional audio communications. Within these chosen markets, we combine ultra-miniature mechanical and electronics capabilities with proprietary technology – including ultra low power (ULP) wireless and digital signal processing (DSP) capabilities – that enhances the performance of body-worn devices.

Business Highlights

In December 2016, the Company approved plans to discontinue its cardiac diagnostic monitoring business. The Company sold the cardiac diagnostic monitoring business on February 17, 2017 to Datrix, LLC. For all periods presented, the Company classified this business as discontinued operations, and, accordingly, has reclassified historical financial data presented herein.

In October of 2016, the Company purchased 20 percent of Hearing Help Express, a direct-to-consumer mail order hearing aid provider, and began implementing cost cutting measures and business improvements. On January 19, 2017 the Company exercised its option to acquire the remaining 80 percent stake in Hearing Help Express. The transaction is expected to close in the first half of 2017. Because the Company has the contractual right to manage Hearing Help Express, we have consolidated the financial condition and results of operations of Hearing Help Express in our financial statements. (see Note 4 to the Company’s consolidated financial statements included herein).

In August 2016, the Company and its domestic subsidiaries entered into a Ninth Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company, which among other things amended the definition of EBITDA and amended certain financial covenants (see Note 10 to the Company’s consolidated financial statements included herein).

On May 18, 2016, the Company completed a public offering and sale of 805 shares of common stock. The net proceeds from this offering, after deducting underwriting discounts and offering expenses, totaled approximately \$3,678 and were used for working capital and general corporate purposes.

On April 15, 2016, the Company and its domestic subsidiaries entered into an Eighth Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company, which among other things provided an additional \$2,000 under our term note and increased borrowing capacity under our revolving credit facility by an additional \$1,000.

Forward-Looking Statements

The following discussion and analysis of our financial condition and results of operations should be read together with our financial statements and the related notes appearing in Item 8 of this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those under the heading “Risk Factors” in Item 1A of this Annual Report on Form 10-K. See also Item 1. “Business—Forward-Looking Statements” for more information.

Results of Operations: 2016 Compared with 2015

Consolidated Net Sales

Our net sales are comprised of two segments: our body-worn device segment (consisting of three markets: medical, hearing health, and professional audio) and our hearing health direct-to-consumer segment. Below is a recap of our sales by main markets for the years ended December 31, 2016 and 2015:

	2016	2015	Change	
			Dollars	Percent
Medical	\$ 37,602	\$ 39,609	\$ (2,007)	-5.1%
Hearing Health	21,882	21,089	793	3.8%
Hearing Health Direct-to-Consumer	1,025	—	1,025	—
Professional Audio Communications	7,500	7,829	(329)	-4.2%
Consolidated Net Sales	\$ 68,009	\$ 68,527	\$ (518)	-0.8%

In 2016, we experienced a 5.1 percent decrease in medical sales primarily driven by lower sales to Medtronic. Sales to Medtronic were down as they managed transition of their new FDA product approval and launch for the MiniMed 630G and 670G systems. 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, manufacture and distribute medical devices that are easier to use, are more miniature, use less power, and are lighter. IntriCon has a strong presence in the diabetes market, with its Medtronic partnership, as well as other bio-telemetry markets. The Company believes there are growth opportunities in these markets as well other emerging biotelemetry and home care markets 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 year ended December 31, 2016 increased 3.8 percent over the same period in 2015. The increase was primarily due to gains in our emerging value based hearing healthcare business, partially offset by weaker sales to the conventional hearing health channel. The Company is aggressively pursuing larger customers who can benefit from our value proposition. 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. 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.

Net sales in our hearing health direct-to-consumer business for the year ended December 31, 2016 increased due to the acquisition of Hearing Help Express during the fourth quarter of 2016. Please refer to Note 4 of the financial statements included in item 8 for more information about this purchase.

Net sales to the professional audio device sector decreased 4.2 percent in 2016 compared to the same period in 2015. IntriCon will continue to leverage its core technology in professional audio to support existing customers, as well as pursue related hearing health and medical product opportunities.

Gross Profit

Gross profit, both in dollars and as a percent of sales, for the years ended December 31, 2016 and 2015, were as follows:

	2016		2015		Change	
	Dollars	Percent of Sales	Dollars	Percent of Sales	Dollars	Percent
Gross Profit	\$ 17,072	25.1%	\$ 18,756	27.4%	\$ (1,684)	-9.0%

The 2016 gross profit decrease over the comparable prior year period was primarily due to lower sales volumes and unfavorable product mix.

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

Sales and marketing, general and administrative and research and development expenses for the years ended December 31, 2016 and 2015 were:

	2016		2015		Change	
	Dollars	Percent of Sales	Dollars	Percent of Sales	Dollars	Percent
Sales and Marketing	\$ 4,700	6.9%	\$ 3,733	5.4%	\$ 967	25.9%
General and Administrative	9,154	13.5%	7,013	10.2%	2,141	30.5%
Research and Development	4,688	6.9%	4,279	6.2%	409	9.6%

Sales and marketing and general and administrative expenses were greater than the prior year primarily due to increased support costs for our value based hearing healthcare initiatives and the addition of IntriCon UK and Hearing Help Express. Research and development increased over the prior year primarily due to increased use of outside service providers and support costs for our value based hearing healthcare initiatives.

Restructuring charges

During 2016, the Company incurred restructuring charges of \$132, related to IntriCon UK's facility moving costs. The Company does not expect to incur any additional cash charges related to this restructuring.

Interest Expense

Interest expense for 2016 was \$553, an increase of \$184 from \$369 in 2015. The increase in 2016 was due to higher average debt outstanding and higher debt interest rates.

Other Expense, net

In 2016, other expense, net was \$(602) compared to \$(261) in 2015 primarily due to a royalty earned in 2015 that did not occur in 2016 and \$205 in costs related to pursuing targeted acquisitions in 2016.

Income Tax Expense

Income taxes were as follows:

	<u>2016</u>	<u>2015</u>
Income tax expense	\$ 217	\$ 19
Percentage of income tax expense of income from continuing operations before income taxes, non-controlling interest and discontinued operations	-7.9%	0.6%

The expense in 2016 and 2015 was primarily due to foreign taxes on German and Indonesia operations. In 2015, income tax expense was partially offset by a Singapore tax benefit. The Company is in a net operating loss ("NOL") position for US federal and state income tax purposes, but our deferred tax asset related to the NOL carry forwards have been largely offset by a full valuation allowance. We incur minimal income tax expense from the current period domestic operations. We have approximately \$32,019 of NOL carry forwards available to offset future U.S. federal income taxes that begin to expire in 2022.

Loss from Discontinued Operations

Loss from discontinued operations, net of income taxes, of \$1,770 for the year ended December 31, 2016 was due to a discontinued operations loss of \$974 and an asset impairment of \$796 compared to a discontinued operations loss of \$965 for the year ended December 31, 2015.

Loss Allocated to Non-Controlling Interest

Loss allocated to non-controlling interest of \$157 for the year ended December 31, 2016 was due to earVenture and Hearing Help Express losses compared to losses of \$111 for the year ended December 31, 2015 due to earVenture losses.

Results of Operations: 2015 Compared with 2014

Consolidated Net Sales

In 2015 and 2014, our net sales were comprised of one segment: our body-worn device segment (consisting of three markets: medical, hearing health, and professional audio). Below is a recap of our sales by main markets for the years ended December 31, 2015 and 2014:

<u>Year Ended December 31</u>	<u>2015</u>	<u>2014</u>	<u>Change</u>	
			<u>Dollars</u>	<u>Percent</u>
Medical	\$ 39,609	\$ 33,900	\$ 5,709	16.8%
Hearing Health	21,089	22,959	(1,870)	-8.1%
Professional Audio Communications	7,829	10,235	(2,406)	-23.5%
Consolidated Net Sales	<u>\$ 68,527</u>	<u>\$ 67,094</u>	<u>\$ 1,433</u>	<u>2.1%</u>

In 2015, we experienced a 16.8 percent increase in medical sales primarily driven by higher sales to Medtronic and other key medical customers.

Net sales in our hearing health business for the year ended December 31, 2015 decreased 8.1 percent over the same period in 2014. The decrease was primarily due to weaker sales to the conventional hearing health channel, partially offset by gain in our emerging value based hearing healthcare business.

Net sales to the professional audio device sector decreased 23.5 percent in 2015 compared to the same period in 2014. During 2014, the Company completed a contract with the Singapore government to provide technically advanced headsets worn in military applications, which makes up a large portion of the period over period decrease.

Gross Profit

Gross profit, both in dollars and as a percent of sales, for the years ended December 31, 2015 and 2014 were as follows:

<u>Year Ended December 31</u>	<u>2015</u>		<u>2014</u>		<u>Change</u>	
	<u>Dollars</u>	<u>Percent of Sales</u>	<u>Dollars</u>	<u>Percent of Sales</u>	<u>Dollars</u>	<u>Percent</u>
Gross Profit	\$ 18,756	27.4%	\$ 18,115	27.0%	\$ 641	3.5%

The 2015 gross profit increase over the comparable prior year period was primarily due to higher overall sales volumes.

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

Sales and marketing, general and administrative and research and development expenses for the years ended December 31, 2015 and 2014 were:

<u>Year Ended December 31</u>	<u>2015</u>		<u>2014</u>		<u>Change</u>	
	<u>Dollars</u>	<u>Percent of Sales</u>	<u>Dollars</u>	<u>Percent of Sales</u>	<u>Dollars</u>	<u>Percent</u>
Sales and Marketing	\$ 3,733	5.4%	\$ 3,533	5.3%	\$ 200	5.7%
General and Administrative	7,013	10.2%	5,929	8.8%	1,084	18.3%
Research and Development	4,279	6.2%	4,291	6.4%	(12)	-0.3%

Sales and marketing expenses increased due to the addition of experienced professionals and to support VBHH initiatives including the acquisition the assets of PC Werth through our IntriCon UK subsidiary. General and administrative expenses and research and development are greater than 2014 primarily due to VBHH initiatives and support costs related to our ERP system upgrade.

Restructuring charges

On June 13, 2013, the Company announced a global strategic restructuring plan designed to accelerate the Company's future growth by focusing resources on the highest potential growth areas and reduce costs. During 2014, the Company incurred restructuring charges of \$83, primarily related to employee termination benefits, from the restructuring of its continuing operations. The Company incurred no restructuring charges in 2015.

Interest Expense

Interest expense for 2015 was \$369, a decrease of \$92 from \$461 in 2014. The decrease in interest expense was primarily due to lower interest rates compared to the prior year.

Other Expense, net

In 2015, other expense, net was \$(261) compared to \$(1) in 2014. The increase was primarily due to the costs incurred in the acquisition of the assets of PC Werth in 2015 and a royalty payment that was received in 2014.

Income Tax Expense

Income taxes were as follows:

	<u>2015</u>	<u>2014</u>
Income tax expense	\$ 19	\$ 428
Percentage of income tax expense of income from continuing operations before income taxes and discontinued operations	-0.6%	11.2%

The expense in 2015 and 2014 was primarily due to foreign taxes on German and Indonesia operations partially offset by a Singapore tax benefit. The Company was in a net operating loss position (“NOL”) for US federal and state income tax purposes, but our deferred tax asset related to the NOL carry forwards had been largely offset by a full valuation allowance. We incurred minimal income tax expense from the current period domestic operations.

Loss from Discontinued Operations

Loss from discontinued operations, net of income taxes, for the year ended December 31, 2015 was \$965 compared to a loss of \$1,141 for the year ended December 31, 2014 which includes discontinued operations loss of \$1,021 and a loss on the sale of discontinued operations of \$120.

Loss Allocated to Non-Controlling Interest

Loss allocated to non-controlling interest of (\$111) for the year ended December 31, 2015 was due to earVenture losses allocated to our joint venture partner.

Liquidity and Capital Resources

Our primary sources of cash have been cash flows from operations, bank borrowings, and sales of equity. For the last three years, cash has been used for repayments of bank borrowings, purchases of equipment and working capital to support research and development.

As of December 31, 2016, we had approximately \$667 of cash on hand. Sources of our cash for the year ended December 31, 2016 have been from our financing activities, as described below.

Consolidated net working capital decreased to \$8,456 at December 31, 2016 from \$11,302 at December 31, 2015. Our cash flows from operating, investing and financing activities, as reflected in the statement of cash flows for the years ended December 31, are summarized as follows:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Cash provided by (used in):			
Operating activities	\$ (405)	\$ 664	\$ 3,156
Investing activities	(2,302)	(4,179)	(958)
Financing activities	3,531	3,731	(1,935)
Effect of exchange rate changes on cash	(524)	(177)	(154)
Increase (decrease) in cash	<u>\$ 300</u>	<u>\$ 39</u>	<u>\$ 109</u>

Operating Activities. The most significant items that contributed to the \$405 of cash used in operating activities was a net loss of \$4,744, decreases in accounts payables and accrued expenses and increases in other assets, partially offset by add backs for non-cash depreciation and stock based compensation and decreases in accounts receivable and inventory. Days sales in inventory decreased from 100 at December 31, 2015 to 84 at December 31, 2016. Days payables outstanding decreased from 57 days at December 31, 2015 to 54 days at December 31, 2016. Day sales outstanding decreased from 44 days at December 31, 2015 to 37 days at December 31, 2016. Cash generated from operations may be affected by a number of factors.

See “Forward Looking Statements” and “Item 1A Risk Factors” contained in this Form 10-K for a discussion of some of the factors that can negatively impact the amount of cash we generate from our operations.

Investing Activities. Net cash used in investing activities of \$2,302 consisted of \$1,766 of purchases of property, plant and equipment and \$536 for the purchase of the 20 percent interest in Hearing Help Express.

Financing Activities. Net cash provided by financing activities of \$3,531 was comprised primarily of proceeds from an equity offering.

We had the following bank arrangements at December 31:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Total borrowing capacity under existing facilities	\$ 15,287	\$ 13,980
Facility Borrowings:		
Domestic revolving credit facility	3,218	4,674
Domestic term loan	5,250	4,250
Foreign overdraft and letter of credit facility	<u>1,243</u>	<u>913</u>
Total borrowings and commitments	<u>9,711</u>	<u>9,837</u>
Remaining availability under existing facilities	<u>\$ 5,576</u>	<u>\$ 4,143</u>

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 through December 31, 2016, provides for:

- a \$9,000 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 \$6,000.

In August 2016, the Company and its domestic subsidiaries entered into a Ninth Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company. The amendment, among other things:

- amended the definition of EBITDA to permit the add back of certain transactions expenses and expense reductions;
- amended the funded debt to EBITDA and fixed charge coverage covenants; and
- waived a default in the funded debt to EBITDA covenant as of June 30, 2016.

All of the borrowings under this agreement have been characterized as either a current or long-term liability on our balance sheet in accordance with the repayment terms described more fully below.

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 2.50% to 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 0.00% to 1.25% ; in each case, 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 our domestic credit facilities was 4.36%, 3.68%, and 4.51% for 2016, 2015, and 2014, respectively.

The outstanding balance of the revolving credit facility was \$3,218 and \$4,674 at December 31, 2016 and 2015, respectively. The total remaining availability on the revolving credit facility was approximately \$5,121 and \$3,326 at December 31, 2016 and 2015, respectively.

The outstanding principal balance of the term loan, as amended, is payable in quarterly installments of \$250. Any remaining principal and accrued interest is payable on February 28, 2019. 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.

The borrowers are subject to various covenants under the credit facility, including a maximum funded debt to EBITDA, a minimum fixed charge coverage ratio and maximum capital expenditure financial covenants. Under the credit facility, except as otherwise permitted, the borrowers may not, among other things: incur or permit to exist any indebtedness; grant or permit to exist any liens or security interests on their assets or pledge the stock of any subsidiary; make investments; be a party to any merger or consolidation, or purchase of all or substantially all of the assets or equity of any other entity; sell, transfer, convey or lease all or any substantial part of its assets or capital securities; sell or assign, with or without recourse, any receivables; issue any capital securities; make any distribution or dividend (other than stock dividends), whether in cash or otherwise, to any of its equity holders; purchase or redeem any of its equity interests or any warrants, options or other rights to equity; enter into any transaction with any of its affiliates or with any director, officer or employee of any borrower; be a party to any unconditional purchase obligations; cancel any claim or debt owing to it; make payment on or changes to any subordinated debt; enter into any agreement inconsistent with the provisions of the credit facility or other agreements and documents entered into in connection with the credit facility; engage in any line of business other than the businesses engaged in on the date of the credit facility and businesses reasonably related thereto; or permit its charter, bylaws or other organizational documents to be amended or modified in any way which could reasonably be expected to materially adversely affect the interests of the lender. On March 9, 2017, the Company entered into an amendment with The PrivateBank to waive certain covenant violations at December 31, 2016 and reset certain financial covenant thresholds set forth in the credit facility. After giving effect to the waiver, the Company was in compliance with all applicable covenants under the credit facility as of December 31, 2016.

Upon the occurrence and during the continuance of an event of default (as defined in the credit facility), the lender may, among other things: terminate its commitments to the borrowers (including terminating or suspending its obligation to make loans and advances); declare all outstanding loans, interest and fees to be immediately due and payable; take possession of and sell any pledged assets and other collateral; and exercise any and all rights and remedies available to it under the Uniform Commercial Code or other applicable law. In the event of the insolvency or bankruptcy of any borrower, all commitments of the lender will automatically terminate and all outstanding loans, interest and fees will be immediately due and payable. Events of default include, among other things, failure to pay any amounts when due; material misrepresentation; default in the performance of any covenant, condition or agreement to be performed that is not cured within 20 days after notice from the lender; default in the performance of obligations under certain subordinated debt, default in the payment of other indebtedness or other obligation with an outstanding principal balance of more than \$50, or of any other term, condition or covenant contained in the agreement under which such obligation is created, the effect of which is to allow the other party to accelerate such payment or to terminate the agreements; a breach by a borrower under certain material agreements, the result of which breach is the suspension of the counterparty's performance thereunder, delivery of a notice of acceleration or termination of such agreement; the insolvency or bankruptcy of any borrower; the entrance of any judgment against any borrower in excess of \$50, which is not fully covered by insurance; any divestiture of assets or stock of a subsidiary constituting a substantial portion of borrowers' assets; the occurrence of a change in control (as defined in the credit facility); certain collateral impairments; a contribution failure with respect to any employee benefit plan that gives rise to a lien under ERISA; and the occurrence of any event which lender determines could be reasonably expected to have a material adverse effect (as defined in the credit facility).

During 2014, the Company entered into interest rate swaps with The PrivateBank which are accounted for as effective cash flow hedges. The interest rate swaps had a combined initial notional amount of \$3,750, with a portion of the swap amortizing on a basis consistent with the \$250 quarterly installments required under the term loan. The interest rate swaps fix the Company's one month LIBOR interest rate on the notional amounts at rates ranging from 0.80% - 1.45%. We hold a right to cancel the interest rate swaps starting August 31, 2016. Interest rate swaps, which are considered derivative instruments, of \$19 and \$41 are reported in the consolidated balance sheets at fair value in other current liabilities at December 31, 2016 and 2015.

The debt issuance costs are being amortized over the related term utilizing the effective interest method and are included in interest expense and long-term debt and are being amortized over their estimated useful life on a straight-line basis. Debt issuance cost included in interest expense was \$57, \$72 and \$56 for the years ended December 31, 2016, 2015, and 2014, respectively.

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 provides for an asset based line of credit. 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 3.50% and 3.37% for the years ended December 31, 2016 and 2015. The outstanding balance was \$1,243 and \$913 at December 31, 2016 and 2015, respectively. The loans are collateralized by IntriCon, PTE's restricted cash and receivables. The total remaining availability on the international senior secured credit agreement was approximately \$455 and \$817 at December 31, 2016 and 2015, respectively.

Note Payable

Hearing Help Express has a \$2,000 note payable to a party holding 80% of its equity interest. The note is secured by substantially all of the assets of Hearing Help Express. The note is payable over 48 months in quarterly installments with interest at 5% per year, except that interest only will be paid in the first twelve months, with the deferred payments to be made at maturity.

We believe that funds expected to be generated from operations and the available borrowing capacity through our revolving credit loan facilities will be sufficient to meet our anticipated cash requirements for operating needs for at least the next 15 months. We may also seek to raise capital from the opportunistic sale of equity from time to time, the proceeds of which may be used to reduce indebtedness under our credit facility. 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. 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.

Contractual Obligations

The following table represents our contractual obligations and commercial commitments, excluding interest expense, as of December 31, 2016. The following table does not include the obligations and commitments of Hearing Help Express.

Contractual Obligations	Total	Less than 1			More than 5
		Year	1-3 Years	3-5 Years	
Domestic credit facility	\$ 3,218	\$ —	\$ 3,218	\$ —	\$ —
Domestic term loan	5,250	1,000	4,250	—	—
Foreign overdraft and letter of credit facility	1,243	1,013	230	—	—
Pension and other postretirement benefit obligations	1,434	196	352	307	579
Operating leases	6,901	1,676	2,628	2,148	449
Total contractual obligations	<u>\$ 18,046</u>	<u>\$ 3,885</u>	<u>\$ 10,678</u>	<u>\$ 2,455</u>	<u>\$ 1,028</u>

There are certain provisions in the underlying contracts that could accelerate our contractual obligations as noted above.

Foreign Currency Fluctuation

Generally, the effect of changes in foreign currencies on our results of operations is partially or wholly offset by our ability to make corresponding price changes in the local currency. From time to time, the impact of fluctuations in foreign currencies may have a material effect on the financial results of the Company. Foreign currency transaction amounts included in the statements of operation include losses of \$128, \$40 and \$51 in 2016, 2015 and 2014, respectively. See Note 14 to the Company's consolidated financial statements included herein.

Off-Balance Sheet Obligations

We had no material off-balance sheet obligations as of December 31, 2016 other than the operating leases disclosed above.

Related Party Transactions

For a discussion of related party transactions, see Note 18 to the Company's consolidated financial statements included herein.

Litigation

For a discussion of litigation, see "Item 3. Legal Proceedings" and Note 17 to the Company's consolidated financial statements included herein.

New Accounting Pronouncements

See "New Accounting Pronouncements" set forth in Note 1 of the Notes to the Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K, for information pertaining to recently adopted accounting standards or accounting standards to be adopted in the future.

Critical Accounting Policies and Estimates

The significant accounting policies of the Company are described in Note 1 to the consolidated financial statements and have been reviewed with the audit committee of our Board of Directors. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and 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.

Certain accounting estimates and assumptions are particularly sensitive because of their importance to the consolidated financial statements and possibility that future events affecting them may differ markedly. The accounting policies of the Company with significant estimates and assumptions are described below.

Revenue Recognition

For its body-worn device segment, the Company recognizes revenue when the customer takes ownership, primarily upon product shipment, and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the sales price is fixed or determinable. For its direct to consumer segment, the Company recognizes revenue after the customer trial period has ended (generally 60 days from shipment).

Body-worn device segment customers have 30 days to notify the Company if the product is damaged or defective. Beyond that, there are no significant obligations that remain after shipment other than warranty obligations. Contracts with customers do not include product return rights; however, the Company may elect in certain circumstances to accept returns of products. The Company records revenue for product sales net of returns. Sales and use tax are reported on a net basis. The Company defers recognition of revenue on discounts to customers if discounts are considered significant.

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 Company develops a warranty reserve based on historical experience. While the Company's warranty costs have historically been within its expectations, the Company cannot guarantee that it will continue to experience the same warranty return rates or repair costs that it has experienced in the past.

Accounts Receivable Reserves

This reserve is an estimate of the amount of accounts receivable that are uncollectible. The reserve is based on a combination of specific customer knowledge, general economic conditions and historical trends. Management believes the results could be materially different if economic conditions change for our customers.

Inventory Valuation

Inventory is recorded at the lower of our cost or market value. Market value is an estimate of the future net realizable value of our inventory. It is based on historical trends, product life cycles, forecasts of future inventory needs and on-hand inventory levels. Management believes reserve levels could be materially affected by changes in technology, our customer base, customer needs, general economic conditions and the success of certain Company sales programs.

Goodwill and Intangible Assets

Goodwill is reviewed for impairment annually on November 30th of each year or more frequently if changes in circumstances or the occurrence of events suggest impairment exists. Consistent with prior years, in 2016 the Company utilized the two-step impairment analysis and elected not to use the qualitative assessment or "step zero" approach. In the two-step impairment analysis, in step one, the fair value of each reporting unit is compared to its carrying value, including goodwill. If the fair value exceeds the carrying value, no further analysis is required and no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is potentially impaired and the Company would then complete step two in order to measure the impairment loss. In step two, the Company would calculate the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, the Company would recognize an impairment loss, in the period identified, equal to the difference. The Company concluded that no impairment of goodwill or intangible assets existed as of November 30, 2016.

Long-lived Assets

The carrying value of long-lived assets is periodically assessed to insure their carrying value does not exceed the undiscounted cash flows expected to be generated from their expected use and eventual disposition. This assessment includes certain assumptions related to future needs for the asset to help generate future cash flow. Changes in those assessments, future economic conditions or technological changes could have a material adverse impact on the carrying value of these assets.

Deferred Taxes

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities and projected future taxable income in making this assessment. Actual future operating results, as well as changes in our future performance, could have a material impact on the valuation allowance.

Employee Benefit Obligations

We provide retirement and health care insurance for certain domestic and retirees and former Selas employees. We measure the costs of our obligation based on our best estimate. The net periodic costs are recognized as employees render the services necessary to earn the post-retirement benefit. Several assumptions and statistical variables are used in the models to calculate the expense and liability related to the plans. We determine assumptions about the discount rate, the expected rate of return on plan assets and the future rate of compensation increases. The actuarial models also use assumptions on demographic factors such as retirement, mortality and turnover.

Changes in actuarial assumptions could vary materially from actual results due to economic events and different rates of retirement, mortality and withdrawal.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

ITEM 8. Financial Statements and Supplementary Data

Management's Report on Internal Control over Financial Reporting

Management of IntriCon Corporation and its subsidiaries ("the Company") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) of the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, using criteria set forth in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, the Company's management believes that, as of December 31, 2016, the Company's internal control over financial reporting was effective based on those criteria.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to a provision of the Dodd Frank Act, which eliminated such requirement for "smaller reporting companies," as defined in SEC regulations, such as IntriCon.

There were no changes in our internal control over financial reporting during the most recent fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders, Audit Committee and Board of Directors
IntriCon Corporation and Subsidiaries
Arden Hills, Minnesota

We have audited the accompanying consolidated balance sheets of IntriCon Corporation and Subsidiaries (the Company) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for the years ended December 31, 2016, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of its internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of IntriCon Corporation and Subsidiaries as of December 31, 2016 and 2015 and the results of their operations and cash flows for the years ended December 31, 2016, 2015 and 2014, in conformity with accounting principles generally accepted in the United States of America.

/s/ Baker Tilly Virchow Krause, LLP

Minneapolis, Minnesota
March 15, 2017

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

Year Ended December 31	2016	2015	2014
Sales, net	\$ 68,009	\$ 68,527	\$ 67,094
Cost of sales	50,937	49,771	48,979
Gross profit	17,072	18,756	18,115
Operating expenses:			
Sales and marketing	4,700	3,733	3,533
General and administrative	9,154	7,013	5,929
Research and development	4,688	4,279	4,291
Restructuring charges (Note 3)	132	—	83
Total operating expenses	18,674	15,025	13,836
Operating income (loss)	(1,602)	3,731	4,279
Interest expense	(553)	(369)	(461)
Other expense, net	(602)	(261)	(1)
Income (loss) from continuing operations before income taxes and discontinued operations	(2,757)	3,101	3,817
Income tax expense	217	19	428
Income (loss) from continuing operations before discontinued operations	(2,974)	3,082	3,389
Loss from discontinued operations and impairment, net of income taxes (Note 2)	(1,770)	(965)	(1,021)
Loss on sale of discontinued operations (Note 2)	—	—	(120)
Net income (loss)	(4,744)	2,117	2,248
Less: Loss allocated to non-controlling interest	(157)	(111)	—
Net income (loss) attributable to IntriCon shareholders	\$ (4,587)	\$ 2,228	\$ 2,248
Basic income (loss) per share attributable to IntriCon shareholders:			
Continuing operations	\$ (0.43)	\$ 0.54	\$ 0.59
Discontinued operations	(0.27)	(0.16)	(0.20)
Net income (loss) per share:	\$ (0.71)	\$ 0.38	\$ 0.39
Diluted income (loss) per share attributable to IntriCon shareholders:			
Continuing operations	\$ (0.43)	\$ 0.51	\$ 0.56
Discontinued operations	(0.27)	(0.15)	(0.19)
Net income (loss) per share:	\$ (0.71)	\$ 0.36	\$ 0.37
Average shares outstanding:			
Basic	6,497	5,907	5,791
Diluted	6,497	6,241	6,038

(See accompanying notes to the consolidated financial statements)

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

	Year Ended December 31		
	2016	2015	2014
Net income (loss)	\$ (4,744)	\$ 2,117	\$ 2,248
Interest rate swap, net of taxes of \$0	22	(20)	3
Pension and postretirement obligations, net of taxes of \$0	20	(195)	—
Foreign currency translation adjustment, net of taxes of \$0	(335)	(104)	(74)
Comprehensive income (loss)	<u>\$ (5,037)</u>	<u>\$ 1,798</u>	<u>\$ 2,177</u>

(See accompanying notes to the consolidated financial statements)

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

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
At December 31,		
Current assets:		
Cash	\$ 667	\$ 367
Restricted cash	595	610
Accounts receivable, less allowance for doubtful accounts of \$170 at December 31, 2016 and \$135 at December 31, 2015	7,289	8,335
Inventories	12,343	13,635
Other current assets	957	856
Current assets of discontinued operations	123	1,086
Total current assets	<u>21,974</u>	<u>24,889</u>
Property, plant, and equipment	40,152	38,426
Less: Accumulated depreciation	<u>33,546</u>	<u>31,717</u>
Net machinery and equipment	6,606	6,709
Goodwill	10,555	9,551
Intangible Assets	2,920	—
Investment in partnerships	146	224
Other assets, net	1,557	480
Other assets of discontinued operations	—	33
Total assets (a)	<u>\$ 43,758</u>	<u>\$ 41,886</u>
Current liabilities:		
Current maturities of long-term debt	\$ 2,346	\$ 1,908
Accounts payable	6,722	7,763
Accrued salaries, wages and commissions	2,413	2,466
Deferred gain	—	55
Other accrued liabilities	1,914	1,279
Liabilities of discontinued operations	123	116
Total current liabilities	<u>13,518</u>	<u>13,587</u>
Long-term debt, less current maturities	9,284	7,929
Other postretirement benefit obligations	501	542
Accrued pension liabilities	737	812
Other long-term liabilities	707	119
Total liabilities (a)	<u>24,747</u>	<u>22,989</u>
Commitments and contingencies (Note 17)		
Equity:		
Common stock, \$1.00 par value per share; 20,000 shares authorized; 6,820 and 5,981 shares issued and outstanding at December 31, 2016 and December 31, 2015, respectively	6,820	5,981
Additional paid-in capital	21,383	17,721
Accumulated deficit	(8,633)	(4,046)
Accumulated other comprehensive loss	(1,014)	(721)
Total shareholders' equity	<u>18,556</u>	<u>18,935</u>
Non-controlling interest	455	(38)
Total equity	<u>19,011</u>	<u>18,897</u>
Total liabilities and equity	<u>\$ 43,758</u>	<u>\$ 41,886</u>

(a) Assets of Hearing Help Express (HHE), a consolidated variable interest entity, that can only be used to settle obligations of HHE were \$5,159 at December 31, 2016. Liabilities of HHE, for which creditors do not have recourse to the general credit of IntriCon, were \$3,833 at December 31, 2016.

(See accompanying notes to the consolidated financial statements)

INTRICON CORPORATION
Consolidated Statements of Cash Flows
(In Thousands)

	2016	2015	2014
Cash flows from operating activities:			
Net income (loss)	\$ (4,744)	\$ 2,117	\$ 2,248
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	2,041	1,755	2,182
Stock-based compensation	685	579	457
Loss on impairment of assets of discontinued operations	796	—	—
Change in deferred gain	(55)	(110)	(110)
Loss on disposal of property, plant and equipment	55	—	—
Change in allowance for doubtful accounts	35	15	(4)
Equity in loss of partnerships	78	208	228
Amortization of debt issuance costs	57	—	—
Loss on sale of discontinued operations	—	—	120
Changes in operating assets and liabilities:			
Accounts receivable	1,493	(842)	(2,183)
Inventories	1,813	(4,329)	(677)
Other assets	(741)	(13)	301
Accounts payable	(1,386)	1,588	626
Accrued expenses	(545)	(118)	(347)
Other liabilities	13	(186)	317
Net cash (used in) provided by operating activities	(405)	664	3,158
Cash flows from investing activities:			
Proceeds from sale of property, plant and equipment	—	—	66
Proceeds of sale of discontinued operations	—	—	500
Purchase of PC Werth assets (Note 4)	—	(197)	—
Purchase of Hearing Help Express, net of cash received (Note 4)	(536)	—	—
Purchases of property, plant and equipment	(1,766)	(3,982)	(1,524)
Net cash used in investing activities	(2,302)	(4,179)	(958)
Cash flows from financing activities:			
Proceeds from long-term borrowings	19,357	19,615	13,153
Repayments of long-term borrowings	(19,525)	(16,284)	(15,221)
Payment of debt issuance costs	(140)	—	—
Proceeds from equity offering, net of offering costs	3,678	—	—
Proceeds from employee stock purchases and exercise of stock options	138	340	165
Change in restricted cash	23	60	(32)
Net cash provided by (used in) financing activities	3,531	3,731	(1,935)
Effect of exchange rate changes on cash	(524)	(177)	(154)
Net increase in cash	300	39	111
Cash, beginning of year	367	328	217
Cash, end of year	\$ 667	\$ 367	\$ 328

(See accompanying notes to the consolidated financial statements)

INTRICON CORPORATION
Consolidated Statements of Equity
(In Thousands)

	Shareholders' Equity						Total Equity
	Common Stock Number of Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non- Controlling Interest	
Balance December 31, 2013	5,727	\$ 5,727	\$ 16,434	\$ (8,522)	\$ (331)	\$ —	\$ 13,308
Exercise of stock options	100	100	(43)	—	—	—	57
Shares issued under the ESPP	16	16	84	—	—	—	100
Shares issued in lieu of cash for services	1	1	7	—	—	—	8
Stock-based compensation	—	—	457	—	—	—	457
Net income	—	—	—	2,248	—	—	2,248
Comprehensive loss	—	—	—	—	(71)	—	(71)
Balance December 31, 2014	5,844	\$ 5,844	\$ 16,939	\$ (6,274)	\$ (402)	\$ —	\$ 16,107
Exercise of stock options	123	123	112	—	—	—	235
Shares issued under the ESPP	14	14	91	—	—	—	105
Stock-based compensation	—	—	579	—	—	—	579
Net Income (loss)	—	—	—	2,228	—	(111)	2,117
Investment by non-controlling interest	—	—	—	—	—	73	73
Comprehensive loss	—	—	—	—	(319)	—	(319)
Balance December 31, 2015	5,981	\$ 5,981	\$ 17,721	\$ (4,046)	\$ (721)	\$ (38)	\$ 18,897
Exercise of stock options	16	16	11	—	—	—	27
Shares issued in equity offering	805	805	2,873	—	—	—	3,678
Shares issued under the ESPP	18	18	93	—	—	—	111
Stock-based compensation	—	—	685	—	—	—	685
Net loss	—	—	—	(4,587)	—	(157)	(4,744)
Investment by non-controlling interest	—	—	—	—	—	650	650
Comprehensive loss	—	—	—	—	(293)	—	(293)
Balance December 31, 2016	<u>6,820</u>	<u>\$ 6,820</u>	<u>\$ 21,383</u>	<u>\$ (8,633)</u>	<u>\$ (1,014)</u>	<u>\$ 455</u>	<u>\$ 19,011</u>

(See accompanying notes to the consolidated financial statements)

IntriCon Corporation

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Headquartered in Arden Hills, Minnesota, IntriCon Corporation (together with its subsidiaries, referred to as the Company, we, us or our) is an international company engaged in designing, developing, engineering, manufacturing and distributing body-worn devices. The Company designs, develops, engineers, manufactures and distributes micro-miniature products, microelectronics, micro-mechanical assemblies, complete assemblies and software solutions, primarily for the emerging value based hearing healthcare market, the medical bio-telemetry market and the professional audio communication market. In addition to its operations in the state of Minnesota, the Company has facilities in the state of Illinois, Singapore, Indonesia, the United Kingdom and Germany.

Basis of Presentation – In December 2016, the Company’s board of directors approved plans to discontinue its cardiac diagnostic monitoring business. The Company sold the cardiac diagnostic monitoring business on February 17, 2017 to Datrix LLC. On June 13, 2013, the Company announced a global restructuring plan to accelerate future growth and reduce costs. As part of the restructuring, the Company disposed of the assets relating to its security and certain microphone and receiver operations. For all periods presented, the Company classified these businesses as discontinued operations, and, accordingly, has reclassified historical financial data presented herein. See further information in Notes 2 and 3.

Consolidation – The consolidated financial statements include the accounts of the Company and its consolidated subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation.

Principles of Consolidation – The Company evaluates its voting and variable interests in entities on a qualitative and quantitative basis. The Company consolidates entities in which it concludes it has the power to direct the activities that most significantly impact an entity’s economic success and has the obligation to absorb losses or the right to receive benefits that could be significant to the entity.

Discontinued Operations – The Company records discontinued operations when the disposal of separately identified business unit constitutes a significant strategic shift in the Company’s operations.

Non-Controlling Interests – The Company owns 50 percent of earVenture and 20 percent of Hearing Help Express. The Company has consolidated the results of earVenture for all periods presented and Hearing Help Express from November 1, 2016 to December 31, 2016 based on the Company’s ability to control the operations of the entities and the likelihood that the Company bears the largest risk and reward of their financial results. The remaining ownership is accounted for as a non-controlling interest and reported as part of equity in the consolidated financial statements. The Company allocates gains and losses to the non-controlling interest even when such allocation might result in a deficit balance, reducing the losses attributed to the controlling interest. Changes in ownership interests are treated as equity transactions if the Company maintains control.

Segment Disclosures – A business segment is a distinguishable component of an enterprise that is engaged in providing an individual product or service or a group of related products or services and that is subject to risks and returns that are different from those of other business segments. The Company has determined that the Company operates in two reportable segments, our body-worn device segment and our direct to consumer hearing health segment, as further described in Note 5.

Use of Estimates – The Company makes estimates and assumptions relating to the reporting of assets and liabilities, the recording of reported amounts of revenues and expenses and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements. Actual results could differ from those estimates. Considerable management judgment is necessary in estimating future cash flows and other factors affecting the valuation of goodwill, intangible assets, and employee benefit obligations including the operating and macroeconomic factors that may affect them. The Company uses historical financial information, internal plans and projections and industry information in making such estimates.

Revenue Recognition –For its body-worn device segment, the Company recognizes revenue when the customer takes ownership, primarily upon product shipment, and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the sales price is fixed or determinable. For its direct to consumer segment, the Company recognizes revenue after the customer trial period has ended (generally 60 days from shipment).

Body-worn device segment customers have 30 days to notify the Company if the product is damaged or defective. Beyond that, there are no significant obligations that remain after shipment other than warranty obligations. Contracts with customers do not include product return rights; however, the Company may elect in certain circumstances to accept returns of products. The Company records revenue for product sales net of returns. Sales and use tax are reported on a net basis. The Company defers recognition of revenue on discounts to customers if discounts are considered significant.

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 Company develops a warranty reserve based on historical experience.

Shipping and Handling Costs –The Company includes shipping and handling revenues in sales and shipping and handling costs in cost of sales.

Fair Value of Financial Instruments – The carrying value of cash, accounts receivable, notes payable, and trade accounts payables approximate fair value because of the short maturity of those instruments. The fair values of the Company’s long-term debt obligations, pension and post-retirement obligations approximate their carrying values based upon current market rates of interest.

Concentration of Cash – The Company deposits its cash in what management believes are high credit quality financial institutions. The balance, at times, may exceed federally insured limits.

Restricted Cash – Restricted cash consists of deposits required to secure a credit facility at our Singapore location and deposits required to fund retirement related benefits for certain employees.

Accounts Receivable – The Company reviews customers’ credit history before extending unsecured credit and establishes an allowance for uncollectible accounts based upon factors surrounding the credit risk of specific customers and other information. Invoices are generally due 30 days after presentation. Accounts receivable over 30 days are considered past due. The Company does not accrue interest on past due accounts receivables. Receivables are written off once all collection attempts have failed and are based on individual credit evaluation and specific circumstances of the customer. The allowance for doubtful accounts balance was \$170 and \$135 as of December 31, 2016 and 2015, respectively.

Inventories – Inventories are stated at the lower of cost or market. The cost of the inventories is determined by the first-in, first-out method.

Property, Plant and Equipment – Property, plant and equipment are carried at cost. Depreciation is computed on a straight-line basis using estimated useful lives of 5 to 40 years for buildings and improvements and 3 to 12 years for machinery and equipment. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the asset. Improvements are capitalized and expenditures for maintenance, repairs and minor renewals are charged to expense when incurred. At the time assets are retired or sold, the costs and accumulated depreciation are eliminated and the resulting gain or loss, if any, is reflected in the consolidated statement of operations. Depreciation expense was \$1,870, \$1,524 and \$1,955 for the years ended December 31, 2016, 2015, and 2014, respectively.

Intangible Assets – Definite-lived intangible assets consist of various acquired Hearing Help Express trademarks and customer relationships which are amortized over eighteen to twenty years.

Impairment of Long-lived Assets and Long-lived Assets to be Disposed of – The Company reviews its long-lived assets, certain identifiable intangibles, and goodwill for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to future net undiscounted cash flows expected to be generated by the asset group. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. As of December 31, 2016, the Company has determined that no impairment of long-lived assets from continuing operations exists.

Goodwill is reviewed for impairment annually or more frequently if changes in circumstances or the occurrence of events suggest impairment exists. The Company utilizes the two-step impairment analysis and elected not to use the qualitative assessment or “step zero” approach. In the two-step impairment analysis, in step one, the fair value of each reporting unit is compared to its carrying value, including goodwill. If the fair value exceeds the carrying value, no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is potentially impaired and the Company completes step two in order to measure the impairment loss. In step two, the Company calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, the Company recognizes an impairment loss, in the period identified, equal to the difference. The Company has concluded that no impairment of goodwill or intangible assets occurred during the year ended December 31, 2016.

Other assets, net – The principal amounts included in other assets, net are technology fees. Amortization expense was \$159, \$231 and \$227 for the years ended December 31, 2016, 2015, and 2014, respectively.

Investments in Partnerships – Certain of the Company’s investments in equity securities are long-term, strategic investments in companies. In certain circumstances, the Company accounts for these investments under the equity method of accounting. Under the equity method the Company records the investment at the amount the Company paid and adjusts for the Company’s share of the investee’s income or loss and dividends paid. The investments are reviewed quarterly for changes in circumstances or the occurrence of events that suggest the Company’s investment may not be recoverable. To date there have been no impairment losses recognized.

Income Taxes – Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, operating losses and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established to the extent the future benefit from the deferred tax assets realization is more likely than not unable to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company recognizes accrued interest and penalties related to uncertain tax positions in income tax expense. At December 31, 2016 the Company had no accrual for the payment of tax related interest and there was no tax interest or penalties recognized in the consolidated statements of operations. The Company’s federal and state tax returns are potentially open to examinations for fiscal years 2003-2005 and 2009-2016.

Employee Benefit Obligations – The Company provides pension and health care insurance for certain domestic retirees and employees of its operations discontinued in 2005. These obligations have been included in continuing operations as the Company retained these obligations. The Company also provides retirement related benefits for certain foreign employees. The Company measures the costs of its obligation based on actuarial determinations. The net periodic costs are recognized as employees render the services necessary to earn the post-retirement benefit and the obligation is recorded on the consolidated balance sheet as accrued pension liabilities.

Assumptions about the discount rate, the expected rate of return on plan assets and the future rate of compensation increases are determined by the Company. The Company believes the assumptions are within accepted guidelines and ranges. However, these actuarial assumptions could vary materially from actual results due to economic events and different rates of retirement, mortality and withdrawal.

Stock Option and Equity Plans – Under the Company stock-based compensation plans, executives, employees and outside directors receive awards of options to purchase common stock. Under all awards, the terms are fixed at the grant date. Generally, the exercise price 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. The plans also permits the granting of stock awards, stock appreciation rights, restricted stock units and other equity based awards. The Company expenses grant-date fair values of stock options and awards ratably over the vesting period of the related share-based award.

Product Warranty – The Company offers a warranty on various products and services. The Company estimates the costs that may be incurred under its warranties and records a liability in the amount of such costs at the time the product is sold. Factors that affect the Company’s warranty liability include the number of units sold, historical and anticipated rates of warranty claims and cost per claim. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary. The amount of the reserve recorded is equal to the costs to repair or otherwise satisfy the claim.

Patent Costs – Costs associated with the submission of a patent application are expensed as incurred given the uncertainty of the patents providing future economic benefit to the Company.

Advertising Costs – Advertising costs are charged to expense as incurred.

Research and Development Costs – Research and development costs, net of customer funding, amounted to \$4,688, \$4,279, and \$4,291 in 2016, 2015 and 2014, respectively, and are charged to expense when incurred, net of customer funding. The Company accrues proceeds received under governmental grants when earned and estimable as a reduction to research and development expense.

Customer Funded Tooling Costs – The Company designs and develops molds and tools for reimbursement on behalf of several customers. Costs associated with the design and development of the molds and tools are charged to expense, net of the customer reimbursement amount. Net customer funded tooling resulted in income of \$102, \$121 and \$140 for the years ended December 31, 2016, 2015 and 2014, respectively, and is included in cost of goods sold in the consolidated statements of operations.

Income (Loss) Per Share – Basic income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the year. Diluted income (loss) per common share reflects the potential dilution of securities that could share in the earnings. The Company uses the treasury stock method for calculating the dilutive effect of stock options.

Comprehensive Income (Loss) – Comprehensive income (loss) consists of net income (loss), change in fair value of derivative instruments, pension and post-retirement obligations and foreign currency translation adjustments and is presented in the consolidated statements of comprehensive income (loss).

Foreign Currency Translation – The Company’s German subsidiary accounts for its transactions in its functional currency, the euro. The Company’s United Kingdom subsidiary accounts for its transactions in its functional currency, the British pound. Foreign assets and liabilities are translated into United States dollars using the year-end exchange rates. Equity is translated at average historical exchange rates. Results of operations are translated using the average exchange rates throughout the year. Translation gains or losses are accumulated as a separate component of equity.

Derivative Financial Instruments — When deemed appropriate, the Company enters into derivative instruments. The Company does not use derivative financial instruments for speculative or trading purposes. All derivative transactions are linked to an existing balance sheet item or firm commitment, and the notional amount does not exceed the value of the exposure being hedged.

We recognize all derivative financial instruments in the consolidated financial statements at fair value regardless of the purpose or intent for holding the instrument. Generally, changes in fair values of derivatives accounted for as cash flow hedges, to the extent they are effective as hedges, are recorded in other comprehensive income (loss), net of tax or, if ineffective, on the consolidated statements of operations.

New Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-04 “Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.” This new standard simplifies the accounting for goodwill impairments by eliminating step 2 from the goodwill impairment test. The amendments in this update are effective for annual impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for goodwill impairment tests performed on or after January 1, 2017. The Company does not anticipate that the adoption of this new standard will have a material impact on its consolidated financial statements.

In February 2016, the FASB issued its final standard on accounting for leases. This standard, issued as ASU 2016-02, requires that an entity that is a lessee recognize lease assets and lease liabilities on the balance sheet for all leases and disclose key information about leasing arrangements. This update is effective for financial statement periods beginning after December 15, 2018, with earlier application permitted. The Company has not yet determined the impact of this pronouncement on its consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-07, “Investments – Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting.” Among other things, the amendments in ASU 2016-07 eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor’s previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. Early adoption is permitted. The Company has determined the impact of this pronouncement on its consolidated financial statements and related disclosures to be immaterial.

In March 2016, the FASB issued its final standard on simplifying the accounting for share-based payment awards. This standard, issued as ASU 2016-09, simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification on the statement of cash flows, and accounting for forfeitures. This update is effective for financial statement periods beginning after December 15, 2016, with early adoption permitted. The Company has determined the impact of this pronouncement on its consolidated financial statements and related disclosures to be immaterial.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740) Related to the Balance Sheet Classification of Deferred Taxes which will require entities to present deferred tax assets (DTAs) and deferred tax liabilities (DTLs) as noncurrent in a classified balance sheet. The ASU simplifies the current guidance (ASC 740-10-45-4), which requires entities to separately present DTAs and DTLs as current and noncurrent in a classified balance sheet. The ASU is effective for annual reporting periods beginning on or after December 15, 2016, and interim periods within those annual periods. The Company has determined the impact of this pronouncement on its consolidated financial statements and related disclosures to be immaterial.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330) Related to Simplifying the Measurement of Inventory which applies to all inventory except inventory that is measured using last-in, first-out (“LIFO”) or the retail inventory method. Inventory measured using first-in, first-out (“FIFO”) or average cost is covered by the new amendments. Inventory within the scope of the new guidance should be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments will take effect for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The new guidance should be applied prospectively, and earlier application is permitted as of the beginning of an interim or annual reporting period. The Company has determined the impact of this pronouncement on its consolidated financial statements and related disclosures to be immaterial.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs. ASU 2015-03 amends existing guidance to require the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability instead of a deferred charge. It is effective for annual reporting periods beginning after December 15, 2015, but early adoption is permitted. The Company implemented this ASU in 2016 which had an immaterial effect.

In 2015, the FASB issued ASU No. 2015-05, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. The amendments in ASU 2015-05 provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The amendments do not change the accounting for a customer's accounting for service contracts. As a result of the amendments, all software licenses within the scope of Subtopic 350-40 will be accounted for consistent with other licenses of intangible assets. The Company has determined the impact of this pronouncement on its consolidated financial statements and related disclosures to be immaterial.

In May 2014, the FASB issued new accounting guidance related to revenue recognition. This new standard will replace all current U.S. GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue recognition standard provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. This guidance will be effective for the Company beginning January 1, 2018 and can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The Company has established a timeline related to the implementation of the standard and believes the timeline is sufficient to implement the new standard. We are currently assessing the impact on the Company's consolidated financial statements.

In 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-15, 'Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for the Company in the year ended December 31, 2016, and interim periods beginning March 31, 2017, with early application permitted. The Company has determined the impact of this pronouncement on its consolidated financial statements and related disclosures to be immaterial.

2. DISCONTINUED OPERATIONS

On June 13, 2013, the Company announced a global strategic restructuring plan designed to accelerate the Company's future growth and reduce costs. As part of the global strategic restructuring plan, the Company decided to exit the security and certain microphone and receiver operations. On January 27, 2014, the Company completed the sale of the security business and certain microphone and receiver operations of IntriCon Tibbetts Corporation, IntriCon's wholly owned subsidiary based in Camden, Maine, to Sierra Peaks Corporation, pursuant to an Asset Purchase Agreement entered into on January 27, 2014 between Sierra Peaks Corporation, as the buyer, and IntriCon Tibbetts Corporation as the seller. Sierra Peaks Corporation paid \$500 cash at closing for the assets and assumed certain operating liabilities of the businesses.

The Company recorded a loss on the sale of \$120. The net loss was computed as follows:

Accounts receivable, net	\$	384
Inventory, net		128
Property, plant and equipment, net		127
Other assets		1
Accounts payable		(69)
Net assets sold	<u>\$</u>	<u>571</u>
Cash proceeds received from Sierra Peaks		500
Net assets sold		(571)
Transaction costs		(49)
Loss on sale of discontinued operations, net of income taxes	<u>\$</u>	<u>(120)</u>

The following table shows the results of microphone and receiver discontinued operations:

	Year Ended		
	December 31, 2016	December 31, 2015	December 31, 2014
Sales, net	\$ —	\$ —	\$ 207
Operating costs and expenses	—	—	(357)
Loss on impairment	—	—	—
Operating loss	—	—	(150)
Other income, net	—	—	—
Net loss from discontinued operations	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (150)</u>

In December 2016, the Company's board of directors approved plans to discontinue its cardiac diagnostic monitoring business. The Company sold the cardiac diagnostic monitoring business on February 17, 2017 to Datrix, LLC.

The following table shows the cardiac diagnostic monitoring business balance sheets as of December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
Accounts receivable, net	\$ 123	\$ 243
Inventory	—	837
Other current assets	—	6
Current assets of discontinued operations	<u>\$ 123</u>	<u>\$ 1,086</u>
Other assets	—	33
Other assets of discontinued operations	<u>\$ —</u>	<u>\$ 33</u>
Accounts payable	22	22
Accrued compensation and other liabilities	101	94
Current liabilities of discontinued operations	<u>\$ 123</u>	<u>\$ 116</u>

The following table shows the results of the cardiac diagnostic monitoring discontinued operations:

	Year Ended		
	December 31, 2016	December 31, 2015	December 31, 2014
Sales, net	\$ 1,161	\$ 1,212	\$ 1,209
Operating costs and expenses	(2,135)	(2,177)	(2,080)
Loss on impairment	(796)	—	—
Net loss from discontinued operations	<u>(1,770)</u>	<u>(965)</u>	<u>(871)</u>

In 2016, the Company evaluated the cardiac diagnostic monitoring business for impairment and recorded non-cash impairment charges of \$796.

In determining the nonrecurring fair value measurements of the impairment of other short and long-term assets, the Company utilized the market value approach. Based on the market value assessment, the Company determined fair values for the identified assets and incurred impairment charges for the remaining book value of the assets during the year ended December 31, 2016 as set forth in the table below. These charges were reflected in the Company's discontinued operations in 2016.

	Fair value as of measurement date	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Impairment Charge
Accounts Receivable	\$ 123	\$ —	\$ —	\$ 175	\$ 52
Inventory	—	—	—	726	726
Other Assets	—	—	—	18	18

3. RESTRUCTURING CHARGES

On June 13, 2013, the Company announced a global strategic restructuring plan designed to accelerate the Company's future growth by focusing resources on the highest potential growth areas and reduce costs. The plan was approved by the Company's Board of Directors on June 12, 2013. As part of this plan, the Company: reduced investment in certain non-core professional audio communications product lines; transferred specific product lines from Singapore to the Company's lower-cost manufacturing facility in Batam, Indonesia; reduced global administrative and support workforce; transferred the medical coil operations from the Company's Maine facility to Minnesota to better leverage existing manufacturing capacity; sold its remaining security, microphone and receiver operations; added experienced professionals in value based hearing healthcare; and focused more resources in medical biotelemetry. During 2016, 2015 and 2014, the Company incurred restructuring charges of \$0, \$0 and \$83, respectively, primarily related to employee termination benefits, from the restructuring of its continuing operations. The Company does not expect to incur any additional cash charges related to this restructuring.

During 2016, the Company incurred restructuring charges of \$132, related to IntriCon UK Limited facility moving costs. The Company does not expect to incur any additional cash charges related to this restructuring.

4. ACQUISITIONS

Acquisition of Hearing Help Express

In October 2016, the Company purchased 20 percent of Hearing Help Express (HHE). The Company paid a total of \$693. Based on the facts and circumstances surrounding the management of the business and the funding of working capital needs, the Company determined the guidance in ASC 810 applied based on the Company's ability to control the operations of Hearing Help Express and the likelihood that the Company bears the largest risk and reward of its financial results. The Company has consolidated Hearing Help Express in the Company's consolidated financial statements.

The Company accounted for the transaction as a business combination in the fourth quarter of 2016. The transaction allows the Company entry into the sale of products directly to consumers in the United States. In accordance with ASC 805, the purchase price is being allocated based on estimates of the fair value of assets acquired and liabilities assumed.

The purchase price was allocated as follows:

Cash	\$	157
Inventory		341
Accounts Receivable		333
Property, Plant and Equipment		9
Intangible Assets		2,920
Goodwill		1,004
Other Assets		500
Note Payable		(2,000)
Deferred Revenue		(717)
IRS Note		(461)
Non-Controlling Interest		(650)
Other Payables		(743)
	\$	<u>693</u>

Additionally, the Company had an option to purchase the remaining 80% of the business for \$650 plus an earn-out that has been valued at \$185 and exercised the option on January 17, 2017. The transaction is expected to close in the first half of 2017, subject to customary closing conditions.

Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired. The establishment of goodwill was primarily due to the expected revenue growth that is attributable to increased market penetration from future customers.

The Company has recognized additional revenue of \$1,025 and losses of approximately \$3 relating to the sales of the hearing devices and accessories from October 19, 2016 through December 31, 2016.

Acquisition costs of \$216 were incurred and recorded during the year ended December 31, 2016 and are included in other expenses, net in the consolidated statements of operations. We consider the majority of the acquisition costs to be of the non-operating, miscellaneous nature, as they were incurred as part of a non-operating activity, a business acquisition

Acquisition of Assets of PC Werth

On November 3, 2015, the Company acquired the assets of PC Werth Ltd, a leading supplier of hearing healthcare products and equipment to the United Kingdom's National Health Service (NHS), through its IntriCon UK subsidiary. Under the terms of the agreement, the Company paid PC Werth Ltd a total of \$197 in cash and assumed payables of \$393.

The Company accounted for the transaction as a business combination in the fourth quarter of 2015. In accordance with ASC 805, the purchase price is being allocated based on estimates of the fair value of assets acquired and liabilities assumed.

The purchase price was allocated as follows:

Inventory	\$	155
Property, Plant and Equipment		39
Intellectual Property		39
Goodwill		357
Payables		(393)
	\$	<u>197</u>

Goodwill represents the excess of the purchase price for the PC Werth acquisition over the fair value of the net tangible and intangible assets acquired. The establishment of goodwill was primarily due to the expected revenue growth that is attributable to increased market penetration from future customers.

The Company has recognized additional revenue of \$414 and net losses of approximately \$265 relating to the sales of the hearing devices and accessories from November 2015 through December 31, 2015.

Acquisition costs of \$143 were primarily incurred and recorded during the year ended December 31, 2015 and are included in other expenses, net in the consolidated statements of operations. We consider the majority of the acquisition costs to be of the non-operating, miscellaneous nature, as they were incurred as part of a non-operating activity, a business acquisition.

Unaudited Supplemental Pro Forma Financial Information

The following unaudited supplemental pro forma information combines the Company's results with those of PC Werth Ltd (predecessor to IntriCon UK) and Hearing Help Express as if the acquisitions had occurred at the beginning of each of the periods presented. The Company notes Hearing Help Express's earnings were not included within the pro forma table below for 2015 and 2014 as this company was in bankruptcy and these years were not reflective of the normal operations of Hearing Help Express. This unaudited pro forma information is not intended to represent or be indicative of the Company's consolidated results of operations or financial condition that would have been reported for the periods presented had the acquisitions been completed at the beginning on each of the periods presented, and should not be taken as indicative of the Company's future consolidated results of operations or financial condition.

<u>Unaudited</u>	December 31, 2016	December 31, 2015	December 31 2014
Revenue	\$ 73,828	\$ 80,698	\$ 79,951
Net earnings attributable to IntriCon Shareholders	(4,749)	955	1,563
Net earnings per share			
Basic	\$ (0.73)	\$ 0.16	\$ 0.27
Diluted	\$ (0.73)	\$ 0.15	\$ 0.26

The Company believes the above historical pro forma results are not indicative of what future results of IntriCon UK and Hearing Help Express could be due to both companies being purchased out of bankruptcy and due to the many usual and infrequent charges that occurred for both of these companies during the periods noted above.

5. SEGMENT REPORTING

The Company currently operates in two reportable segments: body-worn devices and hearing health direct to consumer. The nature of distribution and services has been deemed separately identifiable. Therefore, segment reporting has been applied.

Income (loss) from operations is total revenues less cost of sales and operating expenses. Identifiable assets by industry segment include assets directly identifiable with those operations. The accounting policies applied to determine segment information are the same as those described in the summary of significant accounting policies. The Company evaluates the performance of each segment based on income and loss from operations before income taxes. The following table summarizes data by industry segment:

	Body Worn Devices	Hearing Health Direct- to-Consumer	Total
At and for the Year Ended December 31, 2016			
Revenue, net	\$ 66,984	\$ 1,025	\$ 68,009
Income (loss) from operations	(2,957)	(17)	(2,974)
Identifiable assets (excluding goodwill)	29,048	4,155	33,203
Goodwill	9,551	1,004	10,555
Depreciation and amortization	2,041	—	2,041
Capital expenditures	1,766	—	1,766
At and for the Year Ended December 31, 2015			
Revenue, net	\$ 68,527	\$ —	\$ 68,527
Income (loss) from operations	3,082	—	3,082
Identifiable assets (excluding goodwill)	32,335	—	32,335
Goodwill	9,551	—	9,551
Depreciation and amortization	1,755	—	1,755
Capital expenditures	3,982	—	3,982

6. GEOGRAPHIC INFORMATION

The geographical distribution of long-lived assets, consisting of property, plant and equipment and net sales to geographical areas as of and for the years ended December 31, 2016 and 2015 is set forth below:

Long-lived Assets, Net

	December 31, 2016	December 31, 2015
United States	\$ 4,640	\$ 5,125
Singapore	1,413	1,272
Other – primarily United Kingdom and Indonesia	553	312
Consolidated	<u>\$ 6,606</u>	<u>\$ 6,709</u>

Long-lived assets consist of property and equipment. Excluded from long-lived assets are investments in partnerships, patents, license agreements, intangible assets 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.

Net Sales to Geographical Areas

Net Sales to Geographical Areas	Year Ended December 31		
	2016	2015	2014
United States	\$ 47,460	\$ 49,687	\$ 48,769
Europe	11,019	6,634	6,834
Asia	8,187	10,901	9,641
All other countries	1,343	1,305	1,850
Consolidated	<u>\$ 68,009</u>	<u>\$ 68,527</u>	<u>\$ 67,094</u>

Geographic net sales are allocated based on the location of the customer.

One customer accounted for 40 percent, 43 percent and 37 percent of the Company's consolidated net sales in 2016, 2015 and 2014, respectively. During 2016, 2015 and 2014, the top five customers accounted for approximately 59 percent, 61 percent and 58 percent of the Company's consolidated net sales, respectively.

At December 31, 2016, two customers accounted for a combined 31 percent of the Company's consolidated accounts receivable. Two customers accounted for a combined 27 percent of the Company's consolidated accounts receivable at December 31, 2015.

7. GOODWILL

The Company performed its annual goodwill impairment test as of November 30th for each of the years ended December 31, 2016, 2015 and 2014. The Company completed an analysis to assess the fair value of its reporting units to determine whether goodwill was impaired and the extent of such impairment, if any for the years ended December 31, 2016, 2015 and 2014. Based upon this analysis, the Company has concluded that no impairment of goodwill or intangible assets occurred during the years ended December 31, 2016, 2015 and 2014.

The changes in the carrying amount of goodwill for the years presented are as follows:

Carrying amount at December 31, 2013	9,194
Changes to the carrying amount	—
Carrying amount at December 31, 2014	<u>9,194</u>
Acquisition of assets of PC Werth (Note 4)	<u>357</u>
Carrying amount at December 31, 2015	9,551
Acquisition of equity interest of Hearing Help Express (Note 4)	<u>1,004</u>
Carrying amount at December 31, 2016	<u><u>\$ 10,555</u></u>

8. INTANGIBLE ASSETS

Intangible assets consisted of the following:

	<u>December 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
Trademark	\$ 1,370	\$ —
Customer List	<u>1,550</u>	<u>—</u>
Total, net of accumulated amortization	<u><u>\$ 2,920</u></u>	<u><u>\$ —</u></u>

The definite-lived intangible assets consist of various acquired Hearing Help Express trademarks and customer relationships. The asset life of trademarks is 20 years and the life of the customer list is 18 years. The annual amortization expense for the trademark and customer list will be \$155.

9. INVENTORIES

Inventories consisted of the following:

	<u>Raw materials</u>	<u>Work-in process</u>	<u>Finished products and</u> <u>components</u>	<u>Total</u>
December 31, 2016				
Domestic	\$ 5,731	\$ 1,324	\$ 2,609	\$ 9,664
Foreign	<u>1,751</u>	<u>284</u>	<u>644</u>	<u>2,679</u>
Total	<u><u>\$ 7,482</u></u>	<u><u>\$ 1,608</u></u>	<u><u>\$ 3,253</u></u>	<u><u>\$ 12,343</u></u>
December 31, 2015				
Domestic	\$ 6,201	\$ 1,636	\$ 2,347	\$ 10,184
Foreign	<u>2,472</u>	<u>636</u>	<u>343</u>	<u>3,451</u>
Total	<u><u>\$ 8,986</u></u>	<u><u>\$ 2,342</u></u>	<u><u>\$ 2,690</u></u>	<u><u>\$ 13,635</u></u>

10. SHORT AND LONG-TERM DEBT

Short and long-term debt at December 31, 2016 and 2015 was as follows:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Domestic asset-based revolving credit facility	\$ 3,218	\$ 4,674
Note payable	2,000	—
Foreign overdraft and letter of credit facility	1,243	913
Domestic term loan	5,250	4,250
Unamortized finance costs	<u>(81)</u>	<u>—</u>
Total debt	11,630	9,837
Less: Current maturities	<u>(2,346)</u>	<u>(1,908)</u>
Total long-term debt	<u><u>\$ 9,284</u></u>	<u><u>\$ 7,929</u></u>

	Payments Due by Year					Total
	2017	2018	2019	2020	Thereafter	
Domestic credit facility	\$ —	\$ —	\$ 3,218	\$ —	\$ —	\$ 3,218
Domestic term loan	1,000	1,000	3,250	—	—	5,250
Note payable	333	667	667	333	—	2,000
Foreign overdraft and letter of credit facility	1,013	230	—	—	—	1,243
Total debt	<u>\$ 2,346</u>	<u>\$ 1,897</u>	<u>\$ 3,917</u>	<u>\$ 333</u>	<u>\$ —</u>	<u>\$ 11,711</u>

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 through December 31, 2016, provides for:

- a \$9,000 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 \$6,000.

In August 2016, the Company and its domestic subsidiaries entered into an Ninth Amendment to the Loan and Security Agreement and Waiver with The PrivateBank and Trust Company. The amendment, among other things:

- amended the definition of EBITDA to permit the add back of certain transactions expenses and expense reductions;
- amended the funded debt to EBITDA and fixed charge coverage covenants; and
- waived a default in the funded debt to EBITDA covenant as of June 30, 2016.

All of the borrowings under this agreement have been characterized as either a current or long-term liability on our balance sheet in accordance with the repayment terms described more fully below.

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 2.50% to 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 0.00% to 1.25% ; in each case, 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 our domestic credit facilities was 4.36%, 3.68%, and 4.51% for 2016, 2015, and 2014, respectively.

The outstanding balance of the revolving credit facility was \$3,218 and \$4,674 at December 31, 2016 and 2015, respectively. The total remaining availability on the revolving credit facility was approximately \$5,121 and \$3,326 at December 31, 2016 and 2015, respectively.

The outstanding principal balance of the term loan, as amended, is payable in quarterly installments of \$250. Any remaining principal and accrued interest is payable on February 28, 2019. 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.

The borrowers are subject to various covenants under the credit facility, including a maximum funded debt to EBITDA, a minimum fixed charge coverage ratio and maximum capital expenditure financial covenants. Under the credit facility, except as otherwise permitted, the borrowers may not, among other things: incur or permit to exist any indebtedness; grant or permit to exist any liens or security interests on their assets or pledge the stock of any subsidiary; make investments; be a party to any merger or consolidation, or purchase of all or substantially all of the assets or equity of any other entity; sell, transfer, convey or lease all or any substantial part of its assets or capital securities; sell or assign, with or without recourse, any receivables; issue any capital securities; make any distribution or dividend (other than stock dividends), whether in cash or otherwise, to any of its equity holders; purchase or redeem any of its equity interests or any warrants, options or other rights to equity; enter into any transaction with any of its affiliates or with any director, officer or employee of any borrower; be a party to any unconditional purchase obligations; cancel any claim or debt owing to it; make payment on or changes to any subordinated debt; enter into any agreement inconsistent with the provisions of the credit facility or other agreements and documents entered into in connection with the credit facility; engage in any line of business other than the businesses engaged in on the date of the credit facility and businesses reasonably related thereto; or permit its charter, bylaws or other organizational documents to be amended or modified in any way which could reasonably be expected to materially adversely affect the interests of the lender. On March 9, 2017, the Company entered into an amendment with The PrivateBank to waive certain covenant violations at December 31, 2016 and reset certain financial covenant thresholds set forth in the credit facility. After giving effect to the waiver, the Company was in compliance with all applicable covenants under the credit facility as of December 31, 2016.

During 2014, the Company entered into interest rate swaps with The PrivateBank which are accounted for as effective cash flow hedges. The interest rate swaps had a combined initial notional amount of \$3,750, with a portion of the swap amortizing on a basis consistent with the \$250 quarterly installments required under the term loan. The interest rate swaps fix the Company's one month LIBOR interest rate on the notional amounts at rates ranging from 0.80% - 1.45%. We hold a right to cancel the interest rate swaps starting August 31, 2016. Interest rate swaps, which are considered derivative instruments, of \$19 and \$41 are reported in the consolidated balance sheets at fair value in other current liabilities at December 31, 2016 and 2015.

The debt issuance costs are being amortized over the related term utilizing the effective interest method and are included in interest expense and long-term debt and are being amortized over their estimated useful life on a straight-line basis. Debt issuance cost included in interest expense was \$57, \$72 and \$56 for the years ended December 31, 2016, 2015, and 2014, respectively

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 provides for an asset based line of credit. 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 3.50%, 3.37% and 4.50% for the years ended December 31, 2016, 2015 and 2014. The outstanding balance was \$1,243 and \$913 at December 31, 2016 and 2015, respectively. The loans are collateralized by IntriCon, PTE's restricted cash and receivables. The total remaining availability on the international senior secured credit agreement was approximately \$455 and \$817 at December 31, 2016 and 2015, respectively.

Note Payable

Hearing Help Express has a \$2,000 note payable to a party holding 80% of its equity interest. The note is secured by substantially all of the assets of Hearing Help Express. The note is payable over 48 months in quarterly installments with interest at 5% per year, except that interest only will be paid in the first twelve months, with the deferred payments to be made at maturity.

11. OTHER ACCRUED LIABILITIES

Other accrued liabilities at December 31:

	<u>2016</u>	<u>2015</u>
Accrued professional fees	\$ 63	\$ 173
Pension	93	93
Postretirement benefit obligation	103	103
Deferred revenue - direct to consumer	614	—
Other	1,041	910
	<u>\$ 1,914</u>	<u>\$ 1,279</u>

12. DOMESTIC AND FOREIGN INCOME TAXES

Domestic and foreign income taxes (benefits) were comprised as follows:

	Year Ended December 31		
	2016	2015	2014
Current			
Federal	\$ 62	\$ —	\$ —
State	13	—	—
Foreign	178	27	428
Total Current	<u>\$ 253</u>	<u>\$ 27</u>	<u>\$ 428</u>
Deferred			
Federal	(26)	—	—
State	—	—	—
Foreign	(10)	(8)	—
Income Tax Expense	<u>\$ 217</u>	<u>\$ 19</u>	<u>\$ 428</u>
Income (loss) from continuing operations before income taxes and discontinued operations			
Foreign	661	1,792	2,402
Domestic	(3,418)	1,309	1,415
	<u>\$ (2,757)</u>	<u>\$ 3,101</u>	<u>\$ 3,817</u>

The following is a reconciliation of the statutory federal income tax rate to the effective tax rate based on income (loss):

	Year Ended December 31		
	2016	2015	2014
Tax provision at statutory rate	34.00%	34.00%	34.00%
Change in valuation allowance	(46.42)	(20.08)	(10.74)
Impact of permanent items, including stock based compensation expense	(7.93)	(21.33)	15.58
Effect of foreign tax rates	2.49	7.82	(17.14)
State taxes net of federal benefit	5.05	1.92	(3.67)
Effect of dividend of foreign subsidiary in prior year	(3.85)	5.18	3.74
Prior year provision to return true-up	10.60	(6.70)	(9.75)
Non-controlling interest	(1.77)	1.22	—
Other	(0.03)	(1.40)	(6.08)
Domestic and foreign income tax rate	<u>(7.86)%</u>	<u>0.63%</u>	<u>5.94%</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2016, and 2015 are presented below:

	<u>Year Ended December 31</u>	
	<u>2016</u>	<u>2015</u>
Deferred tax assets:		
Net operating loss carry forwards and credits	\$ 12,043	\$ 7,931
Inventory	650	563
Compensation accruals	1,447	1,273
Accruals and reserves	89	113
Credits	251	236
Other	459	212
Total Deferred tax assets	<u>14,939</u>	<u>10,328</u>
Less: valuation allowance	<u>(13,253)</u>	<u>(9,810)</u>
Deferred tax assets net of valuation allowance	<u>\$ 1,686</u>	<u>\$ 518</u>
Deferred tax liabilities		
Depreciation and amortization	(1,424)	(156)
Undistributed earnings of foreign subsidiary	<u>(194)</u>	<u>(319)</u>
Total deferred tax liabilities	<u>(1,618)</u>	<u>(475)</u>
Net deferred tax	<u>\$ 68</u>	<u>\$ 43</u>

The valuation allowance is maintained against deferred tax assets which the Company has determined are more likely than not to be unrealized. The change in valuation allowance was \$(3,443), \$(291), and \$59 for the years ended December 31, 2016, 2015 and 2014, respectively. For tax reporting purposes, the Company has actual federal and state net operating loss carryforwards of \$32,019 and \$15,759, respectively. These net operating loss carryforwards begin to expire in 2022 for federal tax purposes and 2017 for state tax purposes. Subsequently recognized tax benefits, if any, related to the valuation allowance for deferred tax assets or realization of net operating loss carryforwards will be reported in the consolidated statements of operations. If substantial changes in the Company's ownership occur, there could be an annual limitation on the amount of the carryforwards that are available to be utilized.

Excluded from the Company's net operating loss carryforwards is \$438 resulting from the exercise of non-qualified stock options. Because the Company is currently in an NOL position, the windfall is not recorded through additional paid-in capital until the tax benefit is recognized through a reduction in actual tax payments.

During 2013, the Company changed its indefinite reinvestment assertion and recognized a deferred tax liability relating to cumulative undistributed earnings of controlled foreign subsidiaries in Germany. The Company has not recognized a deferred tax liability relating to cumulative undistributed earnings of controlled foreign subsidiaries in Singapore and Indonesia that are essentially permanent in duration. If some or all of the undistributed earnings of the controlled foreign subsidiaries are remitted to the Company in the future, income taxes, if any, after the application of foreign tax credits will be accrued at that time. Determination of the amount of unrecognized tax liability related to undistributed earnings in foreign subsidiaries is not currently practical.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company regularly assesses the likelihood that the deferred tax assets will be recovered from future taxable income. The Company considers projected future taxable income and ongoing tax planning strategies, then records a valuation allowance to reduce the carrying value of the net deferred taxes to an amount that is more likely than not able to be realized. Based upon the Company's assessment of all available evidence, including the previous three years of United States based taxable income and loss after permanent items, estimates of future profitability, and the Company's overall prospects of future business, the Company determined that it is more likely than not that the Company will not be able to realize a portion of the deferred tax assets in the future. The Company will continue to assess the potential realization of deferred tax assets on an annual basis, or an interim basis if circumstances warrant. If the Company's actual results and updated projections vary significantly from the projections used as a basis for this determination, the Company may need to change the valuation allowance against the gross deferred tax assets.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. The Company has analyzed all tax positions for which the statute of limitations remains open. As a result of the assessment, the Company has not recorded any liabilities for unrecognized income tax benefits or retained earnings. The Company does not have any unrecognized tax benefits as of December 31, 2016, 2015 and 2014.

The Company recognizes penalties and interest accrued related to liability on unrecognized tax benefits in income tax expense for all periods presented. As of December 31, 2016 and 2015 the Company has no amounts accrued for the payment of interest and penalties.

13. EMPLOYEE BENEFIT PLANS

The Company has a defined contribution plan for most of its domestic employees. Under these plans, eligible employees may contribute amounts through payroll deductions supplemented by employer contributions for investment in various investments specified in the plans. The Company contributions to these plans were \$212, \$341 and \$271 for the years ended December 31, 2016, 2015 and 2014.

The Company provides post-retirement medical benefits to certain former domestic employees who met minimum age and service requirements. In 1999, a plan amendment was instituted which limits the liability for post-retirement benefits beginning January 1, 2000 for certain employees who retire after that date. This plan amendment resulted in a \$1,100 unrecognized prior service cost reduction which is recognized as employees render the services necessary to earn the post-retirement benefit. The Company's policy is to pay the cost of these post-retirement benefits when required on a cash basis. The Company also has provided certain foreign employees with retirement related benefits.

The following table presents the amounts recognized in the Company's consolidated balance sheets at December 31, 2016 and 2015 for post-retirement medical benefits:

	<u>2016</u>	<u>2015</u>
Change in Projected Benefit Obligation:		
Projected benefit obligation at January 1	\$ 645	\$ 588
Interest cost	27	25
Actuarial loss	24	134
Participant contributions	23	25
Benefits paid	<u>(115)</u>	<u>(127)</u>
Projected benefit obligation at December 31	<u>604</u>	<u>645</u>
Change in fair value of plan assets:		
Employer contributions	92	102
Participant contributions	23	25
Benefits paid	<u>(115)</u>	<u>(127)</u>
Funded status	<u>(604)</u>	<u>(645)</u>
Current liabilities	103	103
Noncurrent liabilities	<u>501</u>	<u>542</u>
Net amount recognized	604	645
Amount recognized in other comprehensive income	—	—
Unrecognized net actuarial gain	—	—
Total	<u>\$ —</u>	<u>\$ —</u>

Accrued post-retirement medical benefit costs are classified as other post-retirement benefit obligations as of December 31, 2016 and 2015.

Net periodic post-retirement medical benefit costs for 2016, 2015, and 2014 included the following components:

For measurement purposes, a 5.9% annual rate of increase in the per capita cost of covered benefits (i.e., health care cost trend rate) was assumed for 2016; the rate was assumed to decrease gradually to 4.6% by the year 2066 and remain at that level thereafter. The difference in the health care cost trend rate assumption may have a significant effect on the amounts reported.

The assumptions used for the years ended December 31 were as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Annual increase in cost of benefits	5.9%	7.0%	7.0%
Discount rate used to determine year-end obligations	3.3%	4.5%	4.5%
Discount rate used to determine year-end expense	4.5%	4.5%	4.5%

In addition to the post-retirement medical benefits, the Company provides retirement related benefits to certain former executive employees and to certain employees of foreign subsidiaries. The liabilities established for these benefits at December 31, 2016 and 2015 are illustrated below.

	<u>2016</u>	<u>2015</u>
Current portion	\$ 93	\$ 93
Long-term portion	737	805
Total liability at December 31	<u>\$ 830</u>	<u>\$ 898</u>

The Company calculated the fair values of the pension plans above utilizing a discounted cash flow, using standard life expectancy tables, annual pension payments, and a discount rate of 4.5%.

Employer benefit payments (medical and pension), which reflect expected future service, are expected to be paid in the following years:

2017	\$	196
2018		182
2019		170
2020		159
2021		148
Years 2022-2028		579

14. CURRENCY TRANSLATION AND TRANSACTION ADJUSTMENTS

All assets and liabilities of foreign operations in which the functional currency is not the U.S. dollar are translated into U.S. dollars at prevailing rates of exchange in effect at the balance sheet date. Revenues and expenses are translated using average rates of exchange for the year. Adjustments resulting from the process of translating the financial statements of foreign subsidiaries into U.S. dollars are reported as a separate component of equity, net of tax, where appropriate.

Foreign currency transaction amounts included in the consolidated statements of operations include a loss of \$128, \$40 and \$51 in 2016, 2015 and 2014, respectively.

15. COMMON STOCK AND STOCK OPTIONS

The Company has a 2006 Equity Incentive Plan and a 2015 Equity Incentive Plan. The 2015 Equity Incentive Plan, which was approved by the shareholders on April 24, 2015, replaced the 2006 Equity Incentive Plan. New grants may not be made under the 2006 plan; however certain option grants under these plans remain exercisable as of December 31, 2016. The aggregate number of shares of common stock for which awards could be granted under the 2015 Equity Incentive Plan as of the date of adoption was 500 shares. Additionally, as outstanding options under the 2006 plan expire, the shares of the Company's common stock subject to the expired options will become available for issuance under the 2015 Equity Incentive Plan.

Under the plans, executives, employees and outside directors receive awards of options to purchase common stock. 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 December 31, 2016. 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 2015 equity incentive plan. The director program gives each non-employee director the right under the 2015 equity incentive plan to elect to have some or all of his quarterly director fees paid in common shares rather than cash. No shares were issued under the director program for any of the years ended December 31, 2016, 2015 and 2014.

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 2015 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 was 1 share purchased under the management purchase program during the year ended December 31, 2014 and no shares purchased under the program during the years ended December 31, 2016 and 2015.

Stock option activity during the periods indicated is as follows:

	<u>Number of Shares</u>	<u>Weighted-average Exercise Price</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at December 31, 2013	1,407	\$ 5.75	
Options forfeited or cancelled	(63)	7.87	
Options granted	174	4.99	
Options exercised	(205)	3.74	
Outstanding at December 31, 2014	1,313	5.86	
Options granted	170	7.14	
Options exercised	(159)	3.12	
Outstanding at December 31, 2015	1,324	6.36	
Options forfeited or cancelled	(70)	5.75	
Options granted	192	7.11	
Options exercised	(61)	5.22	
Outstanding at December 31, 2016	<u>1,385</u>	<u>\$ 6.54</u>	<u>\$ 1,774</u>
Exercisable at December 31, 2015	<u>989</u>	<u>\$ 6.50</u>	<u>\$ 2,076</u>
Exercisable at December 31, 2016	<u>1,025</u>	<u>\$ 6.45</u>	<u>\$ 1,615</u>
Available for future grant at December 31, 2016	<u>404</u>		

The number of shares available for future grant at December 31, 2016, does not include a total of up to 1,151 shares subject to options outstanding under the 2006 plan which will become available for grant under the 2015 Equity Incentive Plan in the event of the expiration of such options.

The weighted-average remaining contractual term of options exercisable and outstanding at December 31, 2016 was 5.33 and 4.21 years. The total intrinsic value of options exercised during fiscal 2016, 2015 and 2014, was \$76, \$630 and \$635, respectively.

The weighted-average per share grant date fair value of options granted was \$4.17, \$4.50 and \$3.28, in 2016, 2015 and 2014, respectively, using the Black-Scholes option-pricing model.

For disclosure purposes, the fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Dividend yield	0.0%	0.0%	0.0%
Expected volatility	61.66 - 66.45%	65.15 - 72.81%	75.03 - 75.59%
Risk-free interest rate	1.36-2.00%	1.42-1.88%	2.00-2.07%
Expected life (years)	6.0	6.0	6.0

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

The expected term for stock options and awards is calculated based on the Company's estimate of future exercise at the time of grant.

The Company currently estimates a zero percent forfeiture rate for stock options and regularly reviews this estimate.

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

The Company recorded \$685, \$579, and \$457 of non-cash stock option expense for the years ended December 31, 2016, 2015 and 2014, respectively. There were 55 stock options that were exercised using a cashless method of exercise for the year ended December 31, 2016. As of December 31, 2016, there was \$880 of total non-cash stock option expense related to non-vested awards that is expected to be recognized over a weighted-average period of 1.71 years.

The Company also has an Employee Stock Purchase Plan (the "Purchase Plan"). The Purchase Plan, as amended, provides that a maximum of 300 shares may be sold under the Purchase Plan. There were 18, 14, and 16 shares purchased under the Purchase Plan during the years ended December 31, 2016, 2015 and 2014, respectively.

On May 18, 2016, the Company completed a public offering and sale of 805 shares of common stock. The net proceeds from this offering, after deducting underwriting discounts and offering expenses, totaled approximately \$3,678 and were used for working capital and general corporate purposes

16. INCOME (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted income (loss) per share:

	<u>Year Ended December 31</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Numerator:			
Income (loss) from continuing operations before discontinued operations	\$ (2,974)	\$ 3,082	\$ 3,389
Loss from discontinued operations, net of income taxes	<u>(1,770)</u>	<u>(965)</u>	<u>(1,141)</u>
Net income (loss)	(4,744)	2,117	2,248
Less: Loss allocated to non-controlling interest	<u>(157)</u>	<u>(111)</u>	<u>—</u>
Net Income (loss) attributable to shareholders	<u>\$ (4,587)</u>	<u>\$ 2,228</u>	<u>\$ 2,248</u>
Denominator:			
Basic – weighted shares outstanding	6,497	5,907	5,791
Weighted shares assumed upon exercise of stock options	<u>—</u>	<u>334</u>	<u>247</u>
Diluted – weighted shares outstanding	<u>6,497</u>	<u>6,241</u>	<u>6,038</u>
Basic income (loss) per share attributable to shareholders:			
Continuing operations	\$ (0.43)	\$ 0.54	\$ 0.59
Discontinued operations	<u>(0.27)</u>	<u>(0.16)</u>	<u>(0.20)</u>
Net income (loss) per share:	<u>\$ (0.71)</u>	<u>\$ 0.38</u>	<u>\$ 0.39</u>
Diluted income (loss) per share attributable to shareholders:			
Continuing operations	\$ (0.43)	\$ 0.51	\$ 0.56
Discontinued operations	<u>(0.27)</u>	<u>(0.15)</u>	<u>(0.19)</u>
Net income (loss) per share:	<u>\$ (0.71)</u>	<u>\$ 0.36</u>	<u>\$ 0.37</u>

The Company excluded all stock options, including 37 in the money options, in 2016 from the computation of the diluted income per share because their effect would have been anti-dilutive due to the Company's net loss in the period. The Company excluded in the money stock options of 71 and 21 in 2015 and 2014, respectively, from the computation of the diluted income per share because their effect would be anti-dilutive. For additional disclosures regarding the stock options, see Note 15.

17. CONTINGENCIES AND COMMITMENTS

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.

The Company's former wholly owned French subsidiary, Selas SAS, filed for insolvency in France. The Company may be subject to additional litigation or liabilities as a result of the completion of the French insolvency proceeding, including liabilities under guarantees aggregating approximately \$410.

The Company is also involved from time to time 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.

Total expense for 2016, 2015 and 2014 under leases pertaining primarily to engineering, manufacturing, sales and administrative facilities, with an initial term of one year or more, aggregated \$1,498, \$1,265, and \$1,036, respectively. Remaining payments under such leases are as follows: 2017- \$1,676; 2018- \$1,288; 2019 - \$1,340; 2020 - \$1,247; 2021 - \$901, which includes two leased facility in Minnesota, one that expires in 2017 and another that expires in 2022, one leased facility in Illinois that expires in 2022, one leased facility in Singapore that expires in 2020, one leased facility in Indonesia that expires in 2021, one leased facility in the United Kingdom that expires in 2021, and one leased facility in Germany that expires in 2022. Certain leases contain renewal options as provided in the lease agreements.

On October 5, 2007, the Company entered into employment agreements with its executive officers. The agreements call for payments ranging from eleven months to two years base salary and unpaid bonus, if any, to the executives should there be a change of control as defined in the agreement and the executives are not retained for a period of at least one year following such change of control. Under the agreements, all stock options granted to the executives would vest immediately and be exercisable in accordance with the terms of such stock options. The Company also agreed that if it enters into an agreement to sell substantially all of its assets, it will obligate the buyer to fulfill its obligations pursuant to the agreements. The agreements terminate, except to the extent that any obligation remains unpaid, upon the earlier of termination of the executive's employment prior to a change of control or asset sale for any reason or the termination of the executive after a change of control for any reason other than by involuntary termination as defined in the agreements.

18. 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 was approximately \$484, \$487 and \$486 for the years ended December 31, 2016, 2015 and 2014, respectively.

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 our Board of Directors. The Company paid approximately \$406, \$203, and \$156 to Blank Rome LLP for legal services and costs in 2016, 2015 and 2014, respectively. The Chairman of our Board of Directors is considered independent under applicable NASDAQ and SEC 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.

19. STATEMENTS OF CASH FLOWS

Supplemental disclosures of cash flow information:

	Year Ended December 31		
	2016	2015	2014
Interest received	\$ 1	\$ 1	\$ 1
Interest paid	568	437	432
Income taxes paid	196	263	132
Shares issued for director services in lieu of fees	—	—	1

20. REVENUE BY MARKET

The following table sets forth, for the periods indicated, net revenue by market:

	Year Ended December 31		
	2016	2015	2014
Medical	\$ 37,602	\$ 39,609	\$ 33,900
Hearing Health	21,882	21,089	22,959
Hearing Health Direct-to-Consumer	1,025	—	—
Professional Audio Communications	7,500	7,829	10,235
Total Net Sales	<u>\$ 68,009</u>	<u>\$ 68,527</u>	<u>\$ 67,094</u>

21. SUBSEQUENT EVENTS

Other than the previously disclosed events, the Company has reviewed events subsequent to the date these consolidated financial statements were issued and noted no other matters requiring adjustment to or disclosure in these consolidated financial statements.

ITEM 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report (the “Evaluation Date”), the Company carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer (principal executive officer) and the Chief Financial Officer (principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in applicable rules and forms, and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Management’s Annual Report on Internal Control Over Financial Reporting. The report of management required under this Item 9A is contained in Item 8 of this Annual Report on Form 10-K under the caption “Management’s Report on Internal Control Over Financial Reporting.”

Changes in Internal Controls over Financial Reporting. There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recent fiscal quarter covered by this report that would 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.

ITEM 9B. Other Information

Amendment to Credit Facility

On March 9, 2017, the Company and its domestic subsidiary, IntriCon, Inc., entered into a Tenth Amendment to the Loan and Security Agreement and Waiver (the “Tenth Amendment”) with The PrivateBank and Trust Company. The Tenth Amendment, among other things:

- amended the minimum EBITDA (as defined in the Loan and Security Agreement), funded debt to EBITDA ratio and fixed charge coverage ratio covenants; and
- waived defaults in the funded debt to EBITDA ratio and fixed charge coverage ratio covenants as of December 31, 2016.

The foregoing description of the Tenth Amendment does not purport to be complete and is qualified in its entirety by reference to the Tenth Amendment, a copy of which is filed as Exhibit 10.14.11 hereto and is incorporated herein by reference.

Lease Amendment

On March 10, 2017, the Company’s domestic subsidiary, IntriCon, Inc., entered into a Fourth Extension Agreement to the Amended and Restated Office/Warehouse Lease with Arden Partners I, L.L.P., the landlord of the Company’s facility in Arden Hills, Minnesota. The Fourth Extension Agreement provides for, among other things:

- an extension of the term of the lease to January 31, 2022;
- annual increases in the amount of base rent;
- a deferred maintenance allowance for the tenant; and
- certain agreements with respect to parking lot improvements and reimbursement by the tenant.

IntriCon, Inc. remains responsible for the payment of real estate taxes and operating expenses under the lease.

Additionally, the Company executed a Guaranty in favor of Arden Partners I, L.L.P., guarantying the obligations of IntriCon, Inc. under the lease.

Mr. Gorder, the Company’s president, chief executive officer and a director, is a general partner (with a one-third interest) of Arden Partners. The Fourth Extension Agreement and the Guaranty were approved by the Audit Committee of the Board of Directors.

The foregoing description of the Fourth Extension Agreement and Guaranty is qualified in its entirety by reference to the complete text of the Fourth Extension Agreement and Guaranty, copies of which are filed as Exhibit 10.2.4 and Exhibit 10.2.5, respectively, and are incorporated herein by reference.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

The information called for by Item 10 is incorporated by reference from the Company's definitive proxy statement relating to its 2017 annual meeting of shareholders, including but not necessarily limited to the sections of the 2016 proxy statement entitled "Proposal 1 – Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance."

The information concerning executive officers contained in Item 4A hereof is incorporated by reference into this Item 10.

Code of Ethics

The Company has adopted a code of ethics that applies to its directors, officers and employees, including its principal executive officer, principal financial and accounting officer, controller and persons performing similar functions. Copies of the Company's code of ethics are available without charge upon written request directed to Cari Sather, Director of Human Resources, IntriCon Corporation, 1260 Red Fox Road, Arden Hills, MN 55112. The Company intends to satisfy the disclosure requirement under Item 10 of Form 8-K regarding any future amendments to a provision of its code of ethics by posting such information on the Company's website: www.intricon.com.

ITEM 11. Executive Compensation

The information called for by Item 11 is incorporated by reference from the Company's definitive proxy statement relating to its 2017 annual meeting of shareholders, including but not necessarily limited to the sections of the 2016 proxy statement entitled "Director Compensation for 2015," and "Executive Compensation".

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information called for by Item 12 is incorporated by reference from the Company's definitive proxy statement relating to its 2017 annual meeting of shareholders, including but not necessarily limited to the section of the 2017 proxy statement entitled "Share Ownership of Certain Beneficial Owners, Directors and Certain Officers."

Equity Compensation Plan Information

The following table details information regarding the Company's existing equity compensation plans as of December 31, 2016:

<u>Plan Category</u>	<u>(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>(b) Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u>
Equity compensation plans approved by security holders(1)	1,385	\$ 6.54	514
Equity Compensation plans not approved by security holders	—	—	—
Total	1,385	\$ 6.54	514

1) The amount shown in column (c) includes 404 shares issuable under the Company's 2015 Equity Incentive Plan (the "2015 Plan") and 110 shares available for purchase under the Company's Employee Stock Purchase Plan. Under the terms of the 2015 Plan, as outstanding options under the Company's 2006 Equity Incentive Plan expire, the shares of common stock subject to the expired options will become available for issuance under the 2015 Plan. As of December 31, 2016, 1,151 shares of common stock were subject to outstanding options under the 2006 Equity Incentive Plan. Accordingly, if any of these options expire, the shares of common stock subject to expired options also will be available for issuance under the 2015 Plan.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by Item 13 is incorporated by reference from the Company's definitive proxy statement relating to its 2017 annual meeting of shareholders, including but not necessarily limited to the sections of the 2017 proxy statement entitled "Certain Relationships and Related Party Transactions" and "Independence of the Board of Directors."

ITEM 14. Principal Accounting Fees and Services

The information called for by Item 14 is incorporated by reference from the Company's definitive proxy statement relating to its 2017 annual meeting of shareholders, including but not necessarily limited to the sections of the 2017 proxy statement entitled "Independent Registered Public Accounting Fee Information."

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as a part of this report:

1) Financial Statements – The consolidated financial statements of the Registrant are set forth in Item 8 of Part II of this report.

Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2016, 2015 and 2014.

Consolidated Balance Sheets at December 31, 2016 and 2015.

Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014.

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2016, 2015 and 2014.

Notes to Consolidated Financial Statements.

3) Exhibits –

- 2.1 Asset Purchase Agreement dated as of January 27, 2014 between Sierra Peaks Corporation and IntriCon Tibbetts Corporation. (Schedules and exhibits are omitted pursuant to Regulation S-K, Item 601(b)(2); IntriCon Corporation agrees to furnish a copy of such schedules and/or exhibits to the Securities and Exchange Commission upon request.) (Incorporated by reference from the Company's Current Report on Form 8-K/A filed with the Commission on January 31, 2014.)
- 3.1 The Company's Amended and Restated Articles of Incorporation, as amended. (Incorporated by reference from the Company's Current Report on Form 8-K filed with the Commission on April 24, 2008.)
- 3.2 The Company's Amended and Restated By-Laws. (Incorporated by reference from the Company's Current Report on Form 8-K filed with the Commission October 12, 2007.)
- 4.1 Specimen Common Stock Certificate. (Incorporated by reference from the Company's Registration Statement on Form S-3 (registration no. 333-200182) filed with the Commission on November 13, 2014.)
- +10.1 Supplemental Retirement Plan (amended and restated effective January 1, 1995). (Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 1995.)
- 10.2.1 Amended and Restated Office/Warehouse Lease, between Resistance Technology, Inc. and Arden Partners I, L.L.P. dated November 1, 1996. (Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 1996.)
- 10.2.2 Amended and Restated Office/Warehouse Lease Second Extension Agreement dated as of October 20, 2011 between IntriCon Inc. and Arden Partners I, L.L.P. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011.)
- 10.2.3 Amended and Restated Office/Warehouse Lease Third Extension Agreement dated as of September 17, 2013 between IntriCon Inc. and Arden Partners I, L.L.P. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.)
- 10.2.4* Amended and Restated Office/Warehouse Lease Fourth Extension Agreement dated as of March 10, 2017 between IntriCon Inc. and Arden Partners I, L.L.P.
- 10.2.5* Guaranty dated as of March 10, 2017 by IntriCon Corporation in favor of Arden Partners I, L.L.P.
- +10.3 2006 Equity Incentive Plan, as amended. (Incorporated by reference from Appendix A to the Company's proxy statement filed with the SEC on March 15, 2012.)
- +10.4 Form of Stock Option Agreement issued to executive officers pursuant to the 2006 Equity Incentive Plan. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.)
- +10.5 Form of Stock Option Agreement issued to directors pursuant to the 2006 Equity Incentive Plan. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.)
- +10.6 Non-Employee Directors Stock Fee Election Program. (Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2006.)
- +10.7 Non-Employee Director and Executive Officer Stock Purchase Program, as amended. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.)
- +10.8 Deferred Compensation Plan. (Incorporated by reference from the Company's Current Report on Form 8-K filed with the Commission on May 17, 2006.)
- 10.9 Land and Building Lease Agreement between Resistance Technology, Inc. (now IntriCon, Inc.) and MDSC Partners, LLP dated June 15, 2006. (Incorporated by reference from the Company's Current Report on Form 8-K filed with the Commission on June 21, 2006.)
- 10.10 Agreement by and between K/S HIMPP and IntriCon Corporation dated December 1, 2006 and the schedules thereto. (Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2006.)
- +10.11 Employment Agreement with Mark S. Gorder. (Incorporated by reference from the Company's Current Report on Form 8-K filed with the Commission October 12, 2007.)

- +10.12 Form of Employment Agreement with executive officers. (Incorporated by reference from the Company's Current Report on Form 8-K filed with the Commission October 12, 2007.)
- 10.13.1 Loan and Security Agreement dated as of August 13, 2009 by and among IntriCon Corporation, RTI Electronics, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation (f/k/a Jon Barron, Inc.) and The PrivateBank and Trust Company. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.)
- 10.14.2 First Amendment and Waiver dated March 12, 2010 to Loan and Security Agreement dated as of August 13, 2009 by and among IntriCon Corporation, RTI Electronics, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation and The PrivateBank and Trust Company. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.)
- 10.14.3 Second Amendment to Loan and Security Agreement and Limited Consent dated as of August 12, 2011 to Loan and Security Agreement dated as of August 13, 2009 by and among IntriCon Corporation, IntriCon, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation and The PrivateBank and Trust Company. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011.)
- 10.14.4 Third Amendment to Loan and Security Agreement and Waiver dated as of March 1, 2012 to Loan and Security Agreement dated as of August 13, 2009 by and among IntriCon Corporation, IntriCon, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation and The PrivateBank and Trust Company. (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2011.)
- 10.14.5 Fourth Amendment to Loan and Security Agreement and Consent among the Company, IntriCon, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation and The PrivateBank and Trust Company, dated as of August 6, 2012. (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the Quarter ended June 30, 2012.)
- 10.14.6 Fifth Amendment to Loan and Security Agreement among the Company, IntriCon, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation and The PrivateBank and Trust Company, dated as of December 21, 2012. (incorporated by reference to the Company's Current Report on Form 8-K filed with the Commission on December 21, 2012.)
- 10.14.7 Sixth Amendment to Loan and Security Agreement and Waiver among the Company, IntriCon, Inc., IntriCon Tibbetts Corporation, IntriCon Datrix Corporation and The PrivateBank and Trust Company, dated as of February 14, 2014. (Incorporated by reference to the Company's Current Report on Form 8-K filed with the Commission on February 19, 2014.)
- 10.14.8 Seventh Amendment to Loan and Security Agreement among the Company, IntriCon, Inc., IntriCon Tibbetts Corporation and The PrivateBank and Trust Company, dated as of March 31, 2015. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.)
- 10.14.9 Eighth Amendment to Loan and Security Agreement among the Company, IntriCon, Inc., IntriCon Tibbetts Corporation and The PrivateBank and Trust Company, dated as of April 15, 2016. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.)
- 10.14.10 Ninth Amendment to Loan and Security Agreement and Waiver among the Company, IntriCon, Inc. and The PrivateBank and Trust Company, dated as of August 15, 2016. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.)
- 10.14.11* Tenth Amendment to Loan and Security Agreement and Waiver among the Company, IntriCon, Inc. and The PrivateBank and Trust Company, dated as of March 9, 2017.
- 10.15.1 Revolving Credit Note issued to The PrivateBank and Trust Company dated August 13, 2009. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.)
- 10.15.2 Amended and Restated Revolving Note from the Company, IntriCon, Inc. and IntriCon Tibbetts Corporation to The PrivateBank and Trust Company dated April 15, 2016. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.)
- 10.16.1 Term Note issued to The PrivateBank and Trust Company dated August 13, 2009. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.)
- 10.16.2 Term Note dated August 12, 2011 from IntriCon Corporation, IntriCon, Inc., IntriCon Tibbetts Corporation and IntriCon Datrix Corporation to The PrivateBank and Trust Company. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011.)

- 10.16.3 Second Amended and Restated Term Note from the Company, IntriCon, Inc. and IntriCon Tibbetts Corporation to The PrivateBank and Trust Company. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.)
- 10.16.4 Third Amended and Restated Term Note from the Company, IntriCon, Inc. and IntriCon Tibbetts Corporation to The PrivateBank and Trust Company dated April 15, 2016. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.)
- +10.17 Annual Incentive Plan for Executives and Key Employees. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.)
- +10.18 Amended and Restated Amendment to Equity Plans. (Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2013.)
- +10.19 Amendment No. 2 to Equity Plans. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.)
- +10.20 2015 Equity Incentive Plan. (Incorporated by reference from Appendix A to the Company's proxy statement filed with the SEC on March 6, 2015.)
- +10.21 Form of Stock Option Agreement issued to employees pursuant to the 2015 Equity Incentive Plan. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.)
- +10.22 Form of Stock Option Agreement issued to directors pursuant to the 2015 Equity Incentive Plan. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.)
- +10.23 Employee Stock Purchase Plan, as amended (incorporated by reference from Appendix A to the Company's proxy statement filed with the SEC on March 11, 2016).
- 21.1* List of significant subsidiaries of the Company.
- 23.1* Consent of Independent Registered Public Accounting Firm (Baker Tilly Virchow Krause, LLP).
- 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 pursuant 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 Annual Report on Form 10-K for the year ended December 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014; (ii) Consolidated Statements of Comprehensive Income (Loss); (iii) Consolidated Balance Sheets as of December 31, 2016 and 2015; (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014; (v) Consolidated Statements of Shareholders' Equity for the years ended December 31, 2016, 2015 and 2014; and (vi) Notes to Consolidated Financial Statements.

* Filed herewith.

+ Denotes management contract, compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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)

By: /s/ Scott Longval

Scott Longval

Chief Financial Officer, Treasurer and Secretary

Dated: March 15, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Mark S. Gorder

Mark S. Gorder

President and Chief Executive

Officer and Director (principal executive officer)

March 15, 2017

/s/ Scott Longval

Scott Longval

Chief Financial Officer

Treasurer and Secretary

(principal accounting and financial officer)

March 15, 2017

/s/Nicholas A. Giordano

Nicholas A. Giordano

Director

March 15, 2017

/s/Robert N. Masucci

Robert N. Masucci

Director

March 15, 2017

/s/ Michael J. McKenna

Michael J. McKenna

Director

March 15, 2017

/s/ Philip I. Smith

Philip I. Smith

Director

March 15, 2017

EXHIBIT INDEX

EXHIBITS:

- 10.2.4* Amended and Restated Office/Warehouse Lease Fourth Extension Agreement dated as of March 10, 2017 between IntriCon Inc. and Arden Partners I, L.L.P.
- 10.2.5* Guaranty dated as of March 10, 2017 by IntriCon Corporation in favor of Arden Partners I, L.L.P.
- 10.14.11* Tenth Amendment to Loan and Security Agreement and Waiver among the Company, IntriCon, Inc. and The PrivateBank and Trust Company, dated as of March 9, 2017.
- 21 List of significant subsidiaries of the Company.
- 23.1 Consent of Independent Registered Public Accounting Firm (Baker Tilly Virchow Krause, LLP).
- 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 18 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 pursuant to 18 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 Annual Report on Form 10-K for the year ended December 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014; (ii) Consolidated Statements of Comprehensive Income (Loss); (iii) Consolidated Balance Sheets as of December 31, 2016 and 2015; (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014; (v) Consolidated Statements of Shareholders' Equity for the years ended December 31, 2016, 2015 and 2014; and (vi) Notes to Consolidated Financial Statements.

Significant Subsidiaries of
IntriCon Corporation

Subsidiary	Place of Incorporation
IntriCon GmbH Vertrieb von Elektronikteilen	Germany
IntriCon UK Limited	United Kingdom
IntriCon, Inc.	Minnesota
IntriCon PTE LTD.	Singapore
PT IntriCon Indonesia	Indonesia
Hearing Help Express, Inc.	Illinois

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Form S-3 (Registration No 333-200182) and Forms S-8 (Registration Nos. 333-16377, 333-66433, 333-59694, 333-129104, 333-134256, 333-145577, 333-168586, 333-173837, 333-181160, 333-204123 and 333-211326) of IntriCon Corporation and Subsidiaries of our report dated March 15, 2017, relating to the consolidated financial statements, which appears on page 36 of this annual report on Form 10-K for the year ended December 31, 2016.

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Minneapolis, Minnesota

March 15, 2017

CERTIFICATION

I, Mark S. Gorder, certify that:

1. I have reviewed this annual report on Form 10-K of IntriCon Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2017

/s/ Mark S. Gorder

Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, Scott Longval, certify that:

1. I have reviewed this annual report on Form 10-K of IntriCon Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2017

/s/ Scott Longval
Chief Financial Officer
(principal financial officer)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark S. Gorder, Chief Executive Officer (principal executive officer) of IntriCon Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- 1) the annual report on Form 10-K of the Company for the year ended December 31, 2016 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 15, 2017

/s/ Mark S. Gorder

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

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Scott Longval, Chief Financial Officer (principal financial officer) of IntriCon Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- 1) the annual report on Form 10-K of the Company for the year ended December 31, 2016 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 15, 2017

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

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.



INTRICON CORPORATION
1260 Red Fox Road
Arden Hills, Minnesota 55112

March 15, 2017

Dear Shareholder:

It is my great pleasure to invite you to attend the 2017 Annual Meeting of Shareholders (the "Annual Meeting"). The Annual Meeting will be held on Thursday, April 27, 2017 at 11:30 a.m., local time, at the Hampton Inn North located at 1000 Gramsie Road, Shoreview, Minnesota 55126.

At this year's Annual Meeting our shareholders will vote on the following:

- the election of two directors, each to hold office for a term of three years and until his successor is duly elected and qualified;
- an advisory vote on executive compensation, referred to as "say-on-pay; and
- the ratification of the appointment of Baker Tilly Virchow Krause, LLP, as IntriCon Corporation's independent registered public accounting firm for fiscal year 2017.

We are furnishing our Proxy Statement and other proxy materials to our shareholders over the Internet. The proxy materials are available at <https://materials.proxyvote.com/46121H>.

The vote of every shareholder is important. Therefore, whether or not you expect to attend the meeting in person, I urge you to vote in one of the following ways: (i) *over the Internet*: log on to www.proxyvote.com and follow the web site instructions; once you have cast your vote, be sure to click on "Accept Vote"; (ii) *by telephone*: you may call toll-free in the U.S. or Canada, 1-800-690-6903 on a touch-tone telephone; or (iii) *by proxy card*: sign and date the accompanying proxy card and return it promptly in the envelope provided for that purpose. If you vote over the Internet or telephone, you do not need to return your proxy card.

Thank you for your continued interest in IntriCon Corporation. I look forward to seeing you at the Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark S. Gorder". The signature is written in a cursive, somewhat stylized font.

Mark S. Gorder
President and Chief Executive Officer



INTRICON CORPORATION
1260 Red Fox Road
Arden Hills, Minnesota 55112

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held April 27, 2017

The 2017 Annual Meeting of Shareholders (the “Annual Meeting”) of IntriCon Corporation (the “Corporation”) will be held on Thursday, April 27, 2017 at 11:30 a.m., local time, at the Hampton Inn North located at 1000 Gramsie Road, Shoreview, Minnesota 55126 for the following purposes:

- (1) to elect two directors to hold office, each for a term of three years and until his successor is duly elected and qualified;
- (2) to hold an advisory vote on executive compensation, referred to as “say-on-pay”;
- (3) to ratify the appointment of Baker Tilly Virchow Krause, LLP as the Corporation’s independent registered public accounting firm for fiscal year 2017; and
- (4) to transact such other business as may properly come before the Annual Meeting or any of its adjournments or postponements.

The Board of Directors has fixed the close of business on February 22, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement thereof. If the Annual Meeting is adjourned because of the absence of a quorum, those shareholders entitled to vote who attend the adjourned Annual Meeting, although constituting less than a quorum as provided herein, shall nevertheless constitute a quorum for the purpose of electing directors. If the Annual Meeting is adjourned for one or more periods aggregating at least 15 days because of the absence of a quorum, those shareholders entitled to vote who attend the reconvened Annual Meeting, if less than a quorum as determined under applicable law, shall nevertheless constitute a quorum for the purpose of acting upon any other matter set forth in this Notice of Annual Meeting.

All shareholders are cordially invited to attend the meeting, but whether or not you expect to attend the meeting in person, we urge you to vote promptly using one of the following methods to ensure your vote is counted:

- **over the Internet:** log on to www.proxyvote.com and follow the web site instructions; once you have cast your vote, be sure to click on “Accept Vote”;
- **by telephone:** you may call toll-free in the U.S. or Canada, 1-800-690-6903 on a touch-tone telephone;
- **by proxy card:** sign and date the accompanying proxy card and return it promptly in the envelope provided for that purpose; or
- **in person:** if you are a shareholder of record as of the close of business on the Record Date, you may vote in person at the Annual Meeting and revoke any previously granted proxy.

If you vote over the Internet or by telephone, you will need your control number (your control number can be found on the Notice of Internet Availability of Proxy Materials and your proxy card). **The deadline to vote over the Internet or by telephone is Wednesday, April 26, 2017, 11:59 p.m., eastern daylight time.** If you vote over the Internet or by telephone, you do not need to return your proxy card.

If your shares are held in “street name” (that is, if your stock is registered in the name of your broker, bank, or other nominee), please contact your broker, bank or nominee to determine whether you will be able to vote over the Internet or by telephone.

**Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Shareholders to be held on April 27, 2017**

In accordance with the rules of the Securities and Exchange Commission, instead of mailing a printed copy of our proxy materials to our shareholders, we have elected to furnish these materials by providing access to these documents over the Internet. Accordingly, on or about March 17, 2017, we will send a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) to our shareholders of record and beneficial owners informing them of the availability of our proxy materials online. The Notice of Internet Availability provides you with instructions regarding how to (i) view our proxy materials for the Annual Meeting on the Internet; (ii) vote your shares after you have viewed our proxy materials; and (iii) request a printed copy of the proxy materials. All shareholders have the ability to access this Proxy Statement, the proxy card and our Annual Report on Form 10-K at the following website: <https://materials.proxyvote.com/46121H>.

Meeting directions are available by calling our executive offices at (651) 636-9770.

By Order of the Board of Directors

A handwritten signature in black ink that reads "Michael J. McKenna". The signature is written in a cursive style with a long horizontal flourish at the end.

Michael J. McKenna
Chairman of the Board

March 15, 2017
Arden Hills, Minnesota



INTRICON CORPORATION
1260 Red Fox Road
Arden Hills, Minnesota 55112

PROXY STATEMENT

This proxy statement and the accompanying proxy are being furnished to shareholders of IntriCon Corporation (the "Corporation") in conjunction with the solicitation of proxies by the Board of Directors of the Corporation for use at the 2017 Annual Meeting of Shareholders (the "Annual Meeting") to be held on Thursday, April 27, 2017 at the Hampton Inn North located at 1000 Gramsie Road, Shoreview, Minnesota 55126, at 11:30 a.m., local time, and any adjournment or postponement of the Annual Meeting. This Proxy Statement and accompanying form of proxy are first being made available to shareholders on or about March 17, 2017.

The Board of Directors has fixed the close of business on February 22, 2017 as the record date for determination of the shareholders entitled to notice of and to vote at the Annual Meeting. As of February 22, 2017, there were 6,824,132 shares of common stock of the Corporation outstanding, each of which is entitled to one vote on all matters to be presented at the Annual Meeting.

Proxies in the form provided, if properly executed and received in time for voting, and not revoked, will be voted as directed on the proxies. If no directions to the contrary are indicated, the persons named in the proxy will vote all of your shares of common stock "**for**" the election of two nominees for directors, "**for**" the approval of the compensation of our Named Executive Officers as described in this Proxy Statement and "**for**" the ratification of the appointment of Baker Tilly Virchow Krause, LLP as the Corporation's independent registered public accounting firm for fiscal year 2017. With respect to any other matter that properly comes before the meeting, the proxy holders will vote the proxies in their discretion in accordance with their best judgment.

You may vote in one of the following ways:

- **over the Internet:** log on to www.proxyvote.com and follow the web site instructions; once you have cast your vote, be sure to click on "Accept Vote";
- **by telephone:** you may call toll-free in the U.S. or Canada, 1-800-690-6903 on a touch-tone telephone;
- **by proxy card:** sign and date the accompanying proxy card and return it promptly in the envelope provided for that purpose; or
- **in person:** if you are a shareholder of record as of the close of business on the Record Date, you may vote in person at the Annual Meeting and revoke any previously granted proxy.

If you vote over the Internet or by telephone, you will need your control number (your control number can be found on the Notice of Internet Availability of Proxy Materials and your proxy card). **The deadline to vote over the Internet or by telephone is Wednesday, April 26, 2017, 11:59 p.m., eastern daylight time.** If you vote over the Internet or by telephone, you do not need to return your proxy card.

Any shareholder who submits a proxy may revoke it at any time before the proxy is voted at the Annual Meeting by delivering a later dated proxy or by giving written notice to the Secretary of the Corporation or attending the Annual Meeting in person and so requesting. If you vote over the Internet or by telephone, you may change your vote by following the procedures used to submit your initial vote. The last vote received chronologically will supersede any prior votes. Attendance at the Annual Meeting will not by itself revoke a previously granted proxy.

The presence, in person or represented by proxy, of the holders of a majority of the outstanding shares of common stock will constitute a quorum for the transaction of business at the Annual Meeting. All shares of common stock present in person or represented by proxy (including “broker non-votes” described below) and entitled to vote at the Annual Meeting, no matter how they are voted or whether they abstain from voting, will be counted in determining the presence of a quorum. If the Annual Meeting is adjourned because of the absence of a quorum, those shareholders entitled to vote who attend the adjourned Annual Meeting, although constituting less than a quorum as provided herein, shall nevertheless constitute a quorum for the purpose of electing directors. If the Annual Meeting is adjourned for one or more periods aggregating at least 15 days because of the absence of a quorum, those shareholders entitled to vote who attend the reconvened Annual Meeting, if less than a quorum as determined under applicable law, shall nevertheless constitute a quorum for the purpose of acting upon any other matter set forth in the Notice of Annual Meeting.

Each share of common stock is entitled to one vote on each matter that may be brought before the Annual Meeting. Voting results will be determined as follows:

- Proposal 1: the election of the directors will be determined by a plurality vote and the nominees receiving the highest number of “for” votes will be elected.
- Proposal 2: approval of the “say-on-pay” proposal will require the affirmative vote of a majority of the shares entitled to vote and present in person or represented by proxy at the Annual Meeting.
- Proposal 3: the ratification of the appointment of the independent registered public accounting firm for fiscal year 2017 will require the affirmative vote of a majority of the shares entitled to vote and present in person or represented by proxy at the Annual Meeting.

Any other proposal will require the affirmative vote of a majority of the shares entitled to vote and present in person or represented by proxy at the Annual Meeting.

Under our Bylaws, an abstention will have the same legal effect as an “against” vote and will be counted in determining whether the proposal has received the required shareholder vote; however, a broker non-vote will have no effect on whether the proposal has received the required shareholder vote.

If you are a beneficial owner whose shares are held of record by a broker, bank or other nominee, you must instruct the broker, bank or other nominee how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker, bank or other nominee does not have discretionary authority to vote. This is called a “broker non-vote.” In these cases, the broker, bank or other nominee can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required. Your broker, bank or other nominee does not have discretionary authority to vote on the election of directors or the “say-on-pay” proposal without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters. Your broker, bank or other nominee does have discretionary voting authority to vote your shares on the ratification of the independent registered public accounting firm, even if the broker, bank or other nominee does not receive voting instructions from you. **In any event, it is particularly important that you instruct your broker as to how you wish to vote your shares.**

The cost of this solicitation will be borne by the Corporation. In addition to solicitation by mail, proxies may be solicited in person or by telephone, telegraph or teletype by officers, directors or employees of the Corporation, without additional compensation. Upon request, the Corporation will pay the reasonable expenses incurred by record holders of the Corporation’s shares of common stock who are brokers, dealers, banks or voting trustees, or their nominees, for mailing proxy materials to the beneficial owners of the shares they hold of record.

PROPOSAL 1

ELECTION OF DIRECTORS

The Board of Directors currently consists of five members divided into three classes. Each director serves a three-year term.

The Board of Directors, based upon the recommendation of the Nominating and Corporate Governance Committee, has nominated Robert N. Masucci and Philip I. Smith for election as director at the Annual Meeting to serve until the 2020 annual meeting of shareholders and until their successor has been duly elected and qualified. Each nominee is a current director of the Corporation. Mr. Masucci previously has been elected as a director by the Corporation's shareholders. Mr. Smith was appointed as a director by the Board in April 2016. Mr. Masucci and Mr. Smith have indicated their willingness to continue serving as a director. The Board of Directors knows of no reason why the nominees would be unable to serve as a director. If any nominee is unable to serve for any reason, then the proxies will be voted for the election of such substitute nominee(s) as the Board of Directors may designate, unless the Board of Directors reduces the number of directors on the Board.

The Board of Directors recommends that the shareholders vote "FOR" the election of each of Mr. Masucci and Mr. Smith as a director for a three year term.

The Board of Directors seeks to ensure that it is composed of members of high character and integrity and whose particular experience, qualifications, attributes and skills, when taken together, will allow the Board of Directors to satisfy its oversight responsibilities effectively. As discussed below under "—Director Nomination Process," director candidates are nominated by the Board of Directors upon recommendation by the Nominating and Corporate Governance Committee for election at the annual shareholders' meeting each year. In considering whether to recommend a director candidate, the Nominating and Corporate Governance Committee evaluates each individual in the context of the Board as a whole taking into account relevant factors including, among other things:

- whether the director candidate has significant leadership experience and outstanding achievement in such director candidate's career field;
- whether the director candidate has relevant expertise or experience and would be able to offer advice and guidance to management based on that expertise or experience;
- whether the director candidate has the financial expertise or other professional, educational or business experience relevant to understanding to the Corporation's business;
- whether the director candidate has sufficient time available to devote to the Corporation;
- whether the director candidate has the ability to make independent, analytical inquiries and challenge management;
- whether the director candidate will be committed to represent and advance the long-term interests of the Corporation's shareholders; and
- whether the director candidate meets the independence requirements of Nasdaq.

The Nominating and Corporate Governance Committee does not have a formal policy regarding director diversity. The Nominating and Corporate Governance Committee believes that the directors should encompass a range of experience, viewpoints, qualifications, attributes and skills in order to provide sound and prudent guidance on the Corporation's operations. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criteria is necessarily applicable to all prospective nominees.

Included in the director nominee's or current director's biography are the particular experiences, qualifications, attributes or skills that led the Board to the conclusion that each director nominee or director should serve as a director of the Corporation. Each director brings a strong and unique background and set of skills to the Board, giving the Board as a whole competence and experience. We believe all of our directors have integrity and honesty and adhere to high ethical standards. They have each demonstrated business acumen and an ability to exercise sound judgment, as well as commitment of service to the Corporation and the Board.

The following table sets forth certain information concerning the nominees and the persons whose terms as directors will continue after the Annual Meeting.

<u>Name, Age (as of February 22, 2017) and Occupation</u>	<u>Director Since</u>	<u>Term Expires</u>
<u>Nominees for Election</u>		
<p>Robert N. Masucci (79) became a director in February 2002. Mr. Masucci has served as the Chairman of the Board of Montgomery Capital Advisors, Inc., a consulting company, since 1990 and Chairman of the Board of Barclay Brand Corporation, a distribution company, since 1996. Prior to 1990, Mr. Masucci was President and Chief Executive Officer of Drexel Industries, Inc., a forklift manufacturer. Messrs. Masucci and Giordano are first cousins.</p> <p>As a former chief executive officer of a publicly traded manufacturing company, Mr. Masucci provides IntriCon with guidance on business operations, strategic planning and accounting and financial matters. Mr. Masucci also has mergers and acquisitions experience.</p>	2002	2017
<p>Philip Smith (49) became a director in April 2016. Mr. Smith will serve as a managing director at the investment banking firm, Duff & Phelps beginning in March 2017, where he will focus on the healthcare industry. Prior to that, Mr. Smith was a managing director with the investment banking firm, BMO Capital Markets (formerly Greene Holcomb Fisher). Prior to joining Greene Holcomb Fisher in 2011, Mr. Smith was President and Chief Executive Officer of Angeion Corporation, now MGC Diagnostics, a global medical technology company. Earlier experiences include being CEO of DGIMED Ortho, Executive Vice President of Business Development at Vital Images, and a healthcare investment banker at Piper Jaffray.</p> <p>Mr. Smith provides IntriCon more than 20 years of experience in healthcare, including roles in mergers and acquisitions, finance and executive management.</p>	2016	2017

Name, Age (as of February 22, 2017) and Occupation	Director Since	Term Expires
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Continuing Directors

<p>Nicholas A. Giordano (74) became a director in December 2000. Mr. Giordano has been a business consultant and investor since 1997. Mr. Giordano was Interim President of LaSalle University from July 1998 to June 1999. From 1981 to 1997, Mr. Giordano was President and Chief Executive Officer of the Philadelphia Stock Exchange. Mr. Giordano serves as a trustee of Wilmington Funds and Kalmar Pooled Investment Trust, mutual funds, and as a director of Independence Blue Cross of Philadelphia, a health insurance company, and The RBB Fund, Inc., a mutual funds company. Mr. Giordano also served as a director of Commerce Bancorp, Inc. in 2007-2008.</p>	2000	2018
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Mr. Giordano’s financial and investment background provides the Corporation with perspective and guidance on accounting and financial matters. His service as an outside director of other companies (including public companies) provides valuable insight on corporate governance and business matters. He is the Board’s audit committee financial expert.

<p>Mark S. Gorder (70) became a director in January 1996. Mr. Gorder has served as the President and Chief Executive Officer of the Corporation since April 2001; President and Chief Operating Officer of the Corporation from December 2000 to April 2001; and Vice President of the Corporation from 1996 to December 2000. Mr. Gorder has been President and Chief Executive Officer of IntriCon, Inc., a subsidiary of the Corporation, since 1983.</p>	1996	2019
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Mr. Gorder’s day to day leadership of the Corporation, as Chief Executive Officer, provides him with intimate knowledge of the Corporation’s operations and the markets in which the Corporation operates. Also, as co-founder of the Corporation’s subsidiary, IntriCon, Inc. he provides strategic guidance. The Board believes that Mr. Gorder provides unique insights into the Corporation’s challenges, opportunities and operations.

<p>Michael J. McKenna (82) became a director in June 1998 and has served as Chairman of the Board of Directors of the Corporation since April 2001. In March 2001, Mr. McKenna retired as the Vice Chairman and a Director of Crown, Cork & Seal Company, Inc. (now Crown Holdings, Inc.), a manufacturing company. From 1995 to 1998, Mr. McKenna was the President and Chief Operating Officer and, prior to 1995, was the Executive Vice President and President of the North American Division of Crown, Cork & Seal Company, Inc.</p>	1998	2019
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As the retired Vice Chairman, director and former executive of Crown, Cork & Seal, Mr. McKenna brings a global business perspective from his leadership positions as well as operational and sales experience. In addition, as the director with the longest tenure among the independent directors, Mr. McKenna also has considerable knowledge about the operations and background of IntriCon.

Independence of the Board of Directors

Under our corporate governance guidelines, the Board, with the assistance of legal counsel and the Nominating and Corporate Governance Committee, uses the current standards for “independence” established by the Nasdaq Stock Market, referred to in the remainder of this proxy statement as “Nasdaq,” to determine director independence. The Board of Directors has determined that the following directors, constituting a majority of the members of the Board, are independent as defined in the corporate governance rules of Nasdaq: Messrs. Giordano, Masucci, McKenna and Smith. Mr. Philip N. Seamon resigned as a director in December 2016 and was appointed as a Director Emeritus. Mr. Seamon was determined to be independent under the Nasdaq corporate governance rules.

The independence standards of Nasdaq are composed of objective standards and subjective standards. Under the objective standards, a director will not be deemed independent if he directly or indirectly receives payments for services (other than as a director) in excess of certain thresholds or if certain described relationships exist. Under the subjective independence standard, a director will not be deemed independent if he has a material relationship with the Corporation that, in the view of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Under the Nasdaq rules, an independent director must satisfy both the objective and the subjective standards.

In evaluating the independence of Mr. McKenna, the Board considered that a partner of the law firm retained by the Corporation since 2002 is the son-in-law of Mr. McKenna. See “—Certain Relationships and Related Party Transactions.” The Board determined that Mr. McKenna was independent under the objective Nasdaq standards because: (i) no payments were made to Mr. McKenna or his son-in-law directly in exchange for the services provided to the Corporation by the law firm and (ii) the amounts paid to the law firm did not exceed the thresholds contained in the Nasdaq standards. The Board also determined that Mr. McKenna was independent under the subjective Nasdaq standard for the reasons discussed above and because Mr. McKenna’s son-in-law was not personally involved in the law firm’s legal representation of the Corporation.

Board Leadership Structure and Risk Oversight

We separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. The Chief Executive Officer is responsible for setting the strategic direction for the Corporation and the day to day leadership and performance of the Corporation, while the Chairman of the Board provides guidance and sets the agenda for Board meetings and presides over meetings of the full Board. The Board believes that this structure ensures a greater role for the independent directors in the oversight of the Corporation and active participation of the independent directors in setting agendas and establishing priorities and procedures that work for the Board. The Chairman of the Board also acts as a key liaison between the Board and management.

The Board of Directors as a whole is responsible for consideration and oversight of risks facing the Corporation, and is responsible for ensuring that material risks are identified and managed appropriately. Certain risks are overseen by committees of the Board of Directors and these committees make reports to the full Board of Directors, including reports on noteworthy risk-management issues. Financial risks are overseen by the Audit Committee which meets with management to review the Corporation’s major financial risk exposure and the steps management has taken to monitor and control such exposures. Compensation risks are overseen by the Compensation Committee. Members of the Corporation’s senior management team periodically report to the full Board about their areas of responsibility and a component of these reports is risk within the area of responsibility and the steps management has taken to monitor and control such exposures. Additional review or reporting on risks is conducted as needed or as requested by the Board or committee.

Communication with the Board

Shareholders may communicate with the Board of Directors, including any individual director, by sending a letter to the Board of Directors, c/o Corporate Secretary, IntriCon Corporation, 1260 Red Fox Road, Arden Hills, Minnesota 55112. The Corporate Secretary has the authority to disregard any inappropriate communications or to take other appropriate actions with respect to any such inappropriate communications. If deemed an appropriate communication, the Corporate Secretary will submit your correspondence to the Chairman of the Board or to any specific director to whom the correspondence is directed.

Meetings of the Board and Committees

The Corporation’s Board of Directors held six meetings in 2016. During 2016, all directors of the Corporation attended at least 75% of the total number of meetings of the Board of Directors of the Corporation and all committees of which they were members.

Attendance at Annual Meeting of Shareholders

The Board of Directors has adopted a policy that all of the directors should attend the annual meeting of shareholders, absent exceptional cause. All of the directors attended the 2016 annual meeting of shareholders.

Code of Ethics

The Corporation has adopted a code of ethics that applies to its directors, officers and employees, including its chief executive officer, chief financial officer, controller and persons performing similar functions. Copies of the Corporation's code of ethics are available without charge upon written request directed to Cari Sather, Director of Human Resources, IntriCon Corporation, 1260 Red Fox Road, Arden Hills, MN 55112. A copy of the code of ethics is also available on the Corporation's website: www.intricon.com. The Corporation intends to satisfy the disclosure requirement under Item 5.05 of SEC Form 8-K regarding any future amendments to a provision of its code of ethics by posting such information on the Corporation's website: www.intricon.com.

Director Compensation for 2016

Each non-employee director is entitled to a base annual retainer of \$24,000. For their services in such capacities, the Chairman of the Board is entitled to receive an additional annual retainer of \$25,000, the Chairman of the Audit Committee is entitled to receive an additional annual retainer of \$10,000 and the Chairman of each of the Compensation Committee and the Nominating and Corporate Governance Committee is entitled to receive an additional annual retainer of \$5,000. All retainers are paid in quarterly installments. Each non-employee director also receives \$1,500 for each Board and committee meeting attended in person and \$500 for each telephonic Board and committee meeting attended; however, no fee is payable for telephonic board and committee meetings that last less than 30 minutes.

Directors are eligible to receive awards under the 2015 Equity Incentive Plan. The Compensation Committee has approved the automatic grant of options to non-employee directors who are re-elected or continue as a non-employee director at each annual meeting of shareholders as follows: Chairman of the Board - options to purchase 12,000 shares of common stock and each other non-employee director - options to purchase 10,000 shares of common stock. Accordingly, following the 2016 annual meeting, Mr. McKenna, in his capacity as Chairman of the Board, was granted an option to purchase 12,000 shares of common stock, while each of Messrs. Giordano, Masucci, Smith and Seamon was granted an option to purchase 10,000 shares of common stock, in each case at an exercise price of \$5.85 per share, the closing price of our common stock on the date of the grant. Assuming that they are re-elected or continue as a director, as the case may be, at the 2017 Annual Meeting, the Chairman of the Board will receive an option to purchase 12,000 shares of common stock, and each of the other non-employee directors will receive an option to purchase 10,000 shares of common stock, in each case at an exercise price equal to the closing price of our common stock on the date of the 2017 Annual Meeting. All director options vest in three equal, annual installments beginning one year after the date of grant, except that the options will become immediately exercisable upon a "change in control" as defined in the 2015 Equity Incentive Plan or the death, disability or retirement of the recipient, and expire ten years after the date of grant, unless terminated earlier by the terms of the option.

As a Director Emeritus in 2017, Mr. Seamon will be paid a base annual retainer and will receive an option grant but will not receive meeting fees.

The following table sets forth information concerning the compensation earned during the year ended December 31, 2016 by each of our directors that was not also an employee.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (1) (\$)	Option Awards (2) (\$)	All Other Compensation (\$)	Total (\$)
Nicholas A. Giordano	53,500	—	58,500	—	112,000
Robert N. Masucci.....	50,000	—	58,500	—	108,500
Michael J. McKenna.....	68,500	—	70,200	—	138,700
Philip N. Seamon ⁽³⁾	45,500	—	58,500	—	104,000
Philip I. Smith.....	31,500	—	58,500	—	90,000

- (1) We have not granted any stock awards to our directors. Under the Non-Employee Director and Executive Officer Stock Purchase Program, directors may purchase shares of common stock directly from the Corporation at the last reported sale price on the date that the election to purchase is made.
- (2) The amounts included in the “Option Awards” column represent the aggregate grant date fair value of stock awards granted during 2016 computed in accordance with Financial Accounting Standards Board’s Accounting Standards Codification Topic 718 (“FASB Codification Topic 718”). For a discussion of valuation assumptions, see Note 14 to our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2016. No options were forfeited under equity plans during 2016. As of December 31, 2016, the number of stock option awards held by our non-employee directors was: Mr. Giordano – 95,000; Mr. Masucci – 95,000; Mr. McKenna – 113,000; Mr. Seamon – 95,000 and Mr. Smith– 10,000.
- (3) Mr. Seamon resigned as a director in December 2016 and was appointed as Director Emeritus.

Director Share Ownership Requirements

In April 2006, the Nominating and Corporate Governance Committee adopted a policy that all directors must purchase and own shares of common stock with a purchase price equal to at least one-year’s annual director fees. Under this policy, Mr. Smith, who was appointed as director in April 2016, has a period of five years to comply. All other directors are in compliance with this policy.

Committees of the Board

The Board of Directors of the Corporation has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee.

Audit Committee. The Board of Directors of the Corporation has appointed a standing Audit Committee consisting of Messrs. Giordano (Chairman), Masucci, McKenna and Smith. The Board of Directors has determined that each member of the Audit Committee is independent, as defined in applicable Nasdaq corporate governance rules and SEC regulations. Mr. Seamon, who was a member of the Audit Committee until his resignation as a director in December 2016, was determined to be independent under applicable Nasdaq corporate governance rules and SEC regulations. In addition, the Board of Directors has determined that Mr. Giordano qualifies as an audit committee financial expert, as defined in applicable SEC rules. The Audit Committee held four meetings in 2016.

The Audit Committee is governed by a written charter approved by the Board of Directors, a copy of which is available on our website at www.intricon.com. The principal duties of the Audit Committee are to monitor the integrity of the financial statements of the Corporation, the compliance by the Corporation with legal and regulatory requirements and the independence and performance of the Corporation’s independent auditors. The Audit Committee also approves all related party transactions and establishes procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submissions by the Corporation’s employees of concerns regarding questionable accounting or auditing matters. In addition, the Committee selects the firm to be engaged as the Corporation’s independent public accountants, and approves the engagement of the independent public accountants for all non-audit activities permitted under the Sarbanes-Oxley Act of 2002. The report of the Audit Committee appears on page 35.

Compensation Committee. The Board of Directors of the Corporation has appointed a standing Compensation Committee currently consisting of Messrs. Masucci (Chairman), Giordano, McKenna and Smith. The Board of Directors has determined that each member of the Compensation Committee is independent, as defined in applicable Nasdaq corporate governance rules. Mr. Seamon, who was a member of the Compensation Committee until his resignation as a director in December 2016, was determined to be independent under applicable Nasdaq corporate governance rules. The Compensation Committee reviews and makes recommendations to the Board of Directors concerning officer compensation and officer and employee bonus programs and administers the Corporation's equity plans. The Compensation Committee met two times in 2016.

The Compensation Committee is governed by a written charter approved by the Board of Directors, a copy of which is available on our website at www.intricon.com. The principal duties of the Compensation Committee are to formulate, evaluate and approve the compensation of the Corporation's executive officers, oversee all compensation programs involving the issuance of the Corporation's stock and other equity securities of the Corporation, and, if required, review and discuss with the Corporation's management the Compensation Discussion and Analysis and preparing the Committee's report thereon for inclusion in the Corporation's annual proxy statement in accordance with applicable rules and regulations.

A discussion of the Compensation Committee's processes and procedures for the consideration and determination of executive compensation is included in "Executive Compensation — Processes and Procedures for the Determination of Executive Officer and Director Compensation."

Nominating and Corporate Governance Committee. The Board of Directors of the Corporation has appointed a standing Nominating and Corporate Governance Committee currently consisting of Messrs. Smith (Chairman), Giordano, Masucci and McKenna. The Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is independent, as defined in applicable Nasdaq corporate governance rules. Mr. Seamon, who was Chairman of the Nominating and Corporate Governance Committee until his resignation as a director in December 2016, was determined to be independent under applicable Nasdaq corporate governance rules. The Nominating and Corporate Governance Committee met two times in 2016.

The Nominating and Corporate Governance Committee is governed by a written charter approved by the Board of Directors, a copy of which is available on our website at www.intricon.com. The principal duties of the Nominating and Corporate Governance Committee are to identify individuals qualified to become members of the Board consistent with the criteria approved by the Committee, consider nominees made by shareholders in accordance with the Corporation's bylaws, select, or recommend to the Board, the director nominees for each annual shareholders meeting, recommend to the Board the directors to be appointed to each Committee of the Board, recommend to the Board whether to increase or decrease the size of the Board, develop and recommend to the Board corporate governance principles and oversee the evaluations of the Board and senior management. This Committee also determines the compensation payable to directors and members of committees of the Board.

Director Nomination Process

Consideration of Director Candidates Recommended by Shareholders. The Nominating and Corporate Governance Committee will consider properly submitted shareholder recommendations for director candidates. A shareholder who wishes to recommend a prospective director nominee should send a signed and dated letter to the Chairman of the Nominating and Corporate Governance Committee, c/o Corporate Secretary, IntriCon Corporation, 1260 Red Fox Road, Arden Hills, Minnesota 55112 with the following information:

- the name and address of the shareholder making the recommendation and of each recommended nominee;
- a representation that the shareholder is a holder of record, and/or a beneficial owner, of voting stock of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to vote for the person(s) recommended if nominated;
- a description of all arrangements and understandings between the shareholder and each recommended nominee and any other person(s), naming such person(s), pursuant to which the recommendation was submitted by the shareholder;

- such other information regarding each recommended nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had the nominee been nominated by the Nominating and Corporate Governance Committee, including the principal occupation of each recommended nominee; and
- the consent of each recommended nominee to serve as a director if so nominated and elected.

The deadline for submitting the letter recommending a prospective director nominee for the 2018 annual meeting of shareholders is November 17, 2017. All late or non-conforming recommendations will be rejected.

In addition, under the Corporation's bylaws, shareholders are permitted to nominate directors to be elected at a meeting of shareholders by providing notice and the other required information specified in the bylaws. Although shareholders may nominate directors, such nominees will not appear in the Corporation's proxy statement or in the proxy solicited by the Board of Directors. The Corporation's amended and restated bylaws are available, at no cost, at the SEC's website, www.sec.gov, as Exhibit 3.1 to the Corporation's Current Report on Form 8-K filed October 12, 2007 or upon the shareholder's written request directed to the Corporate Secretary at the address given above.

Director Qualifications. The Nominating and Corporate Governance Committee has the sole authority to select, or to recommend to the Board of Directors, the Board of Director nominees to be considered for election as a director. The Nominating and Corporate Governance Committee does not have any specific minimum qualifications that must be met by a nominee other than nominees for director must be at least 21 years old. Nominees for director will be selected on the basis of outstanding achievement in their careers; broad experience; education; independence under applicable Nasdaq and SEC rules; financial expertise; integrity; financial integrity; ability to make independent, analytical inquiries; understanding of the business environment; and willingness to devote adequate time to Board and committee duties. The proposed nominee should have sufficient time to devote their energy and attention to the diligent performance of the director's duties, including attendance at Board and committee meetings and review of the Corporation's financial statements and reports, SEC filings and other materials. Finally, the proposed nominee should be free of conflicts of interest that could prevent such nominee from acting in the best interest of shareholders.

Additional special criteria apply to directors being considered to serve on a particular committee of the Board. For example, members of the Audit Committee must meet additional standards of independence and have the ability to read and understand the Corporation's financial statements.

Identifying and Evaluating Nominees for Director. The Nominating and Corporate Governance Committee assesses the appropriate size of the Board in accordance with the limits fixed by the Corporation's charter and bylaws, whether any vacancies on the Board are expected and what incumbent directors will stand for re-election at the next meeting of shareholders. If vacancies are anticipated, or otherwise arise, the Nominating and Corporate Governance Committee considers candidates for director suggested by members of the Nominating and Corporate Governance Committee and other Board members as well as management, shareholders and other parties. The Nominating and Corporate Governance Committee also has the sole authority to retain a search firm to identify and evaluate director candidates. Except for incumbent directors standing for re-election as described below, there are no differences in the manner in which the Nominating and Corporate Governance Committee evaluates nominees for director, based on whether the nominee is recommended by a shareholder or any other party.

In the case of an incumbent director whose term of office expires, the Nominating and Corporate Governance Committee reviews such director's service to the Corporation during the past term, including, but not limited to, the number of Board and committee meetings attended, as applicable, quality of participation and whether the candidate continues to meet the general qualifications for a director outlined above, including the director's independence, as well as any special qualifications required for membership on any committees on which such director serves. When a member of the Nominating and Corporate Governance Committee is an incumbent director eligible to stand for re-election, such director will not participate in that portion of the Nominating and Corporate Governance Committee meeting at which such director's potential nomination for election as a director is discussed by the Nominating and Corporate Governance Committee.

In the case of a new director candidate, the Nominating and Corporate Governance Committee will evaluate whether the nominee is independent, as independence is defined under applicable Nasdaq corporate

governance rules, and whether the nominee meets the qualifications for director outlined above as well as any special qualifications applicable to membership on any committee on which the nominee may be appointed to serve if elected. In connection with such evaluation, the Nominating and Corporate Governance Committee determines whether the committee should interview the nominee, and if warranted, one or more members of the Nominating and Corporate Governance Committee interviews the nominee in person or by telephone.

Upon completing the evaluation, and the interview in case of a new candidate, the Nominating and Corporate Governance Committee makes a decision as to whether to nominate the director candidate for election at the shareholders meeting.

SHARE OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND OFFICERS

The following table sets forth certain information as of February 22, 2017, concerning beneficial ownership of the shares of common stock by (i) persons or groups of persons shown by SEC records to own beneficially more than 5% of the shares of common stock, (ii) directors and nominees, (iii) the executive officers named in the Summary Compensation Table, referred to as the Named Executive Officers and (iv) all directors and executive officers as a group:

Name	Number of Shares Beneficially Owned ^{(1) (2)}	Percent of Class
Kevin M. Cavanaugh ⁽³⁾ Corrib Master Fund, Ltd. Corrib Capital Management, L.P. 527 Marquette Avenue South, Suite #1000 Minneapolis, MN 55402	691,133	10.1%
Heartland Advisors, Inc. ⁽⁴⁾ William J. Nasgovitz 789 North Water Street Milwaukee, WI 53202	550,000	8.1%
Mark S. Gorder ⁽⁵⁾ Director, President and Chief Executive Officer	623,603	8.9%
Michael J. McKenna Chairman of the Board of Directors	207,582	3.0%
Nicholas A. Giordano Director	139,336	2.0%
Robert N. Masucci Director	190,011	2.8%
Philip I. Smith Director	—	0.0%
Michael P. Geraci Vice President, Sales and Marketing	120,049	1.7%
Dennis L. Gonsior Vice President, Global Operations	139,456	2.0%
Greg Gruenhagen Vice President, Quality and Regulatory Affairs	91,456	1.3%
Scott Longval Chief Financial Officer, Secretary, and Treasurer	111,694	1.6%
All Directors and Executive Officers as a Group (9 persons).....	1,623,187	21.4%

- (1) Unless otherwise indicated, each person has sole voting and investment power with respect to all such shares. The securities “beneficially owned” by a person are determined in accordance with the definition of “beneficial ownership” set forth in the regulations of the Securities and Exchange Commission. The information does not necessarily indicate beneficial ownership for any other purpose. The same shares of common stock may be beneficially owned by more than one person. Beneficial ownership, as set forth in the regulations of the Securities and Exchange Commission, includes securities as to which the person has or shares voting or investment power. Shares of common stock issuable upon the exercise or conversion of securities currently exercisable or convertible or exercisable or convertible within 60 days of February 22, 2017 are deemed outstanding for computing the share ownership and percentage ownership of the person holding such securities, but are not deemed outstanding for computing the percentage of any other person. Beneficial ownership may be disclaimed as to certain of the securities.
- (2) In the case of the Corporation’s directors and executive officers, includes the following shares which such person has the right to acquire within 60 days of February 22, 2017 through the exercise of stock options:

<u>Name</u>	<u>Number of Shares Subject to Options</u>
Mark S. Gorder	152,500
Michael J. McKenna	89,000
Nicholas A. Giordano	75,000
Robert N. Masucci	75,000
Philip I. Smith	—
Michael P. Geraci	94,500
Dennis L. Gonsior.....	94,500
Greg Gruenhagen.....	84,500
Scott Longval.....	89,500
All Directors and Executive Officers as a Group.....	754,500

- (3) Based upon Schedule 13G/A filed with the SEC on February 10, 2017. According to the Schedule 13G/A, Mr. Cavanaugh has sole beneficial ownership with respect to 42,304 shares and Mr. Cavanaugh and the two entities share beneficial ownership with respect to the balance of 648,829 shares.
- (4) Based upon Schedule 13G filed with the SEC on February 2, 2017. According to the Schedule 13G, Heartland Advisors, Inc., an investment adviser registered with the SEC, and William J. Nasgovitz, the Chairman of Heartland Advisors, Inc., share beneficial ownership of these shares.
- (5) Includes 152,500 shares which Mr. Gorder has the right to acquire within 60 days of February 22, 2017 through the exercise of stock options. Also includes 5,000 shares of common stock owned by his spouse and 14,000 shares of common stock owned by his daughters. Mr. Gorder’s business address is 1260 Red Fox Road, Arden Hills, MN 55112.

EXECUTIVE COMPENSATION

Background

The Compensation Committee of our Board of Directors administers our compensation program for executive officers. The objectives of our compensation program are to attract and retain talented and dedicated executive officers and to align a significant portion of their compensation with our business objectives and performance and the interests of our shareholders.

Elements of Executive Compensation

Our compensation program for executive officers consists of the following elements:

Base Salary. Base salary is designed to reward the performance of our executive officers in their daily fulfillment of their responsibilities to us. The Compensation Committee determines the base salary of each of our executive officers by evaluating their scope of responsibilities and experience, years of service with us, our performance and the performance of each of the executive officers during the past year, the executive's future potential and competitive salary practices. We believe that our base salaries are competitive with other companies of our size.

Annual Cash Incentive Compensation.

The Compensation Committee's philosophy is that a significant portion of the total potential compensation of our executive officers should depend upon the degree of our financial and strategic success in a particular year.

In March 2012, the Compensation Committee adopted the Annual Incentive Plan for Executives and Key Employees. For more information, see "Annual Incentive Plan."

Long-Term Incentive Compensation in the Form of Stock Awards. In 2015, our Board of Directors and shareholders approved the 2015 Equity Incentive Plan, which replaced the 2006 Equity Incentive Plan. The 2015 Equity Incentive Plan is designed to:

- promote the long-term retention of our employees, directors and other persons who are in a position to make significant contributions to our success;
- further reward these employees, directors and other persons for their contributions to our growth and expansion;
- provide additional incentive to these employees, directors and other persons to continue to make similar contributions in the future; and
- further align the interests of these employees, directors and other persons with those of our shareholders.

To achieve these purposes, the 2015 Equity Incentive Plan permits the Compensation Committee to make awards of stock options, stock appreciation rights, restricted stock or unrestricted stock, deferred stock, restricted stock units or performance awards for our shares of common stock. For more information concerning the 2015 Equity Incentive Plan, see "Equity Plans - 2015 Equity Incentive Plan" below.

Stock options are granted at the fair market value of our shares of common stock on the date of grant. Stock options are granted based on various factors, including the executive's ability to contribute to our long-term growth and profitability.

Employee Stock Purchase Plan. All of our fulltime employees, including our executive officers (other than Mr. Gorder), are entitled to participate in our Employee Stock Purchase Plan. Under this Plan, employees may purchase our shares of common stock at a discount of up to 10% through payroll deductions.

Non-Employee Director and Executive Officer Stock Purchase Program. Under the Non-Employee Director and Executive Officer Stock Purchase Program, directors and executive officers may purchase shares of common stock directly from the Corporation at the last reported sale price on the date that the election to purchase is made. During 2016, no shares of common stock were purchased under this program.

Other Benefits. All of our fulltime employees, including our executive officers, are entitled to participate in our health insurance, life insurance and 401(k) plans. We also maintain a disability insurance policy on behalf of certain of the members of our senior management, including our executive officers, that is in addition to the disability benefits that we maintain for our salaried employees.

Additional Benefits Payable to the Chief Executive Officer. Mr. Gorder, our Chief Executive Officer, receives additional benefits under our employment agreement with him. Under the employment agreement, we are required to reimburse Mr. Gorder for his country club membership fees. We are also required to provide Mr. Gorder with an automobile for use in connection with the performance of his duties under the employment agreement and reimburse him for all expenses reasonably incurred by him for the maintenance and operation, including fuel, of the automobile.

Processes and Procedures for the Determination of Executive Officer and Director Compensation

Scope of Authority of the Compensation Committee. The scope of the Compensation Committee's authority and responsibilities is set forth in its charter, a copy of which is available on our website at www.intricon.com. The Compensation Committee's authority includes the authority to determine the following with respect to our executive officers: (i) the annual base salary level, (ii) the annual incentive opportunity level, (iii) the long-term incentive opportunity level, (iv) employment agreements, severance agreements, change in control agreements/provisions and other compensatory arrangements, in each case as, when and if appropriate, and (v) any special or supplemental benefits, in each case subject to the terms of any existing applicable employment agreement terms.

Delegation of Authority. As provided under the Compensation Committee's charter, the Compensation Committee may delegate its authority to special subcommittees of the Compensation Committee as the Compensation Committee deems appropriate, consistent with applicable law and Nasdaq listing standards. Additionally, the 2015 Equity Incentive Plan permits the Compensation Committee, subject to criteria, limitations and instructions as the Compensation Committee determines, to delegate to an appropriate officer of the Corporation the authority to determine the individual participants under that Plan and amount and nature of the award to be issued to such participants; provided, that no awards may be made pursuant to such delegation to a participant who is subject to Section 16(b) of the Securities Exchange Act of 1934, as amended. To date, the Compensation Committee has not delegated its responsibilities other than delegating from time to time to the Chief Executive Officer and Chief Financial Officer the authority to grant a limited number of stock options under the 2015 Equity Incentive Plan to non-executive employees.

Role of Management in Determining or Recommending Executive Compensation. Traditionally, the Compensation Committee reviews our executive compensation program in December and/or February of each year, although decisions in connection with new hires and promotions are made on an as-needed basis. Mr. Gorder, our President and Chief Executive Officer, makes recommendations concerning the amount of compensation to be awarded to our executive officers, including himself, but does not participate in the Compensation Committee's deliberations or decisions. The Compensation Committee reviews the recommendations together with a "tally sheet" showing all items of executive compensation. After a presentation by Mr. Gorder, the Committee meets in executive session to discuss and consider the recommendations and makes a final determination.

Role of Compensation Consultants in Determining or Recommending Executive Compensation. Under its charter, the Compensation Committee has authority to retain, at the Corporation's expense, such counsel, consultants, experts and other professionals as it deems necessary. In 2015, the Corporation engaged Verisight Compensation Consulting Group to conduct an assessment of whether the compensation of our executive officers was competitive based on published survey data and a peer group analysis. Generally, the Verisight analysis showed that the compensation of our executive officers was less than competitive when compared to published survey data and peer groups.

Director Compensation. The Nominating and Corporate Governance committee determines the compensation payable to directors and members of committees of the Board, including the Chairman of the Board and the Chairman of each committee, other than directors who are our salaried employees.

Say-on-Pay Vote

At the 2016 annual meeting, we held a shareholder advisory vote on the compensation of our named executive officers, commonly referred to as a say-on-pay vote. Our shareholders approved the compensation of our named executive officers at the 2016 annual meeting, with an overwhelming majority of the votes entitled to be cast voting in favor of our say-on-pay resolution. As we evaluated our compensation practices for 2017, we were aware of the strong support our shareholders expressed for our compensation philosophy. As a result, following our annual review of our executive compensation philosophy, the Compensation Committee decided to retain our general approach to executive compensation. We believe our executive compensation program for 2017 advances our goals of attracting and retaining talented and dedicated executive officers and aligning a significant portion of their compensation with our business objectives and performance and the interests of our shareholders.

Determination of Executive Compensation

Base Salary. Typically, the Compensation Committee reviews and adjusts base salaries on an annual basis.

In December 2016, the Compensation Committee determined to maintain 2017 salary levels for executive officers at the same level as 2016.

The following table shows the base salaries of our current executive officers as in effect at January 1, 2017:

<u>Name and Principal Position</u>	<u>2017 Annual Base Salary</u>
Mark S. Gorder..... President and Chief Executive Officer	\$418,000
Scott Longval..... Chief Financial Officer and Treasurer	\$249,000
Michael P. Geraci..... Vice President, Sales and Marketing	\$245,200
Dennis L. Gonsior..... Vice President, Global Operations	\$229,500
Greg Gruenhagen..... Vice President, Quality and Regulatory Affairs	\$210,000

Annual Cash Incentive Compensation. In March 2012, the Compensation Committee adopted the Annual Incentive Plan for Executives and Key Employees, referred to as the Annual Incentive Plan. The targets for the Annual Incentive Plan are adopted each by the Compensation Committee.

In March 2014, the Compensation Committee established the targets and bonus amounts for 2014 under the Annual Incentive Plan. In February 2015, the Compensation Committee determined that the target for 2014 had been achieved at the 84% level and approved a total payout under the 2014 Annual Incentive Plan of \$357,687, of which a total of \$113,127 was paid to the Named Executive Officers. For more information, see “Summary Compensation Table.”

In February 2015, the Compensation Committee established the targets and bonus amounts for 2015 under the Annual Incentive Plan. In February 2016, the Compensation Committee determined that the target for 2015 had been achieved at the 64% level and approved a total payout under the 2015 Annual Incentive Plan of \$255,000, of which a total of \$77,405 was paid to the Named Executive Officers. For more information, see “Summary Compensation Table

In February 2016, the Compensation Committee established the targets and bonus amounts for 2016 under the Annual Incentive Plan. In January 2017, the Compensation Committee determined that the plan target had not been met under the 2016 Annual Incentive Plan and, accordingly, no cash bonuses were paid for 2016.

In February 2017, the Compensation Committee established the targets and bonus amounts for 2017 under the Annual Incentive Plan. For more information, see “Annual Incentive Plan.”

Long-Term Incentive Compensation in the Form of Stock Option Awards. The Compensation Committee generally makes awards on an annual basis but also makes awards in connection with new hires and promotions.

In January 2015, the Compensation Committee awarded stock options to the Corporation’s executive officers under the 2006 Equity Incentive Plan to purchase shares of common stock at an exercise price of \$6.87 per share. Mr. Gorder was awarded options to purchase 20,000 shares of common stock and each of the other Named Executive Officers was awarded options to purchase 12,000 shares of common stock.

In January 2016, the Compensation Committee awarded stock options to the Corporation’s executive officers under the 2015 Equity Incentive Plan to purchase shares of common stock at an exercise price of \$7.58 per share. Mr. Gorder was awarded options to purchase 20,000 shares of common stock and each of the other Named Executive Officers was awarded options to purchase 12,000 shares of common stock.

In January 2017, the Compensation Committee awarded stock options to the Corporation’s executive officers under the 2015 Equity Incentive Plan to purchase shares of common stock at an exercise price of \$6.90 per share. Mr. Gorder was awarded options to purchase 20,000 shares of common stock and each of the other Named Executive Officers was awarded options to purchase 12,000 shares of common stock.

Employment Agreements and Change in Control Arrangements

We have entered into employment agreements with Mark S. Gorder, our President and Chief Executive Officer, and the other Named Executive Officers.

The employment agreement with Mr. Gorder was based on his prior employment agreement and incorporated the provisions of the change in control agreement that was then in effect. The employment agreements with the other executive officers also contain a similar change in control provision. Among other things, each employment agreement provides for a fixed employment term, subject to annual renewals, the executive’s base salary and the executive’s right to participate in our bonus plans, equity plans and other employee benefits. In addition, in the event that (i) there occurs a “change in control” (as defined in the agreements) or sale of our assets accounting for 90% of more of our sales and (ii) the executive’s employment is involuntarily terminated within one year afterwards, the executive will be entitled to payment of his base salary for one year (two years for Mr. Gorder) in a lump sum and continuation of his medical benefits for a period of one year.

The change in control provisions that we use contain a “double trigger” requirement, meaning that for an executive to receive a payment under the change of control provision, there must be both a change of control, as defined in the applicable agreement, and an involuntary termination of the executive’s employment. The double trigger requirement was chosen to prevent us from having to pay substantial payments in connection with a change in control where an executive had not suffered any adverse employment consequences. However, all stock options will vest and become immediately exercisable upon a change of control, regardless of whether the executive is involuntarily terminated.

We believe that employment agreements and change in control protections are important to attract and retain talented executive officers and to protect our executive officers from a termination or significant change in responsibilities arising after a change in control. For more information, see “—Employment Agreements” and “—Potential Payments Upon Termination of Employment or Change in Control.”

Accounting and Tax Considerations

Under our prior stock options plans, the Compensation Committee was limited to issuing stock options. The Compensation Committee considers making awards using the other types of awards permitted under the 2015 Equity Incentive Plan in light of FASB ASC Topic 718 - Stock Compensation. This accounting standard requires us to record as compensation expense the grant date fair value of a stock option over the life of the option. The

Compensation Committee considers the compensation expense of option and other equity grants when making future awards; however, given that, traditionally, the Compensation Committee has not made large grants of option awards to our executive officers and employees, we do not expect that the compensation expense associated with option grants will have a material adverse effect on our reported earnings.

Generally, Section 162(m) of the Internal Revenue Code of 1986, referred to as the “Internal Revenue Code,” and the Internal Revenue Service, referred to as the “IRS,” regulations adopted under that section, which are referred to collectively as “Section 162(m),” deny a deduction to any publicly held corporation, such as the Corporation, for certain compensation exceeding \$1,000,000 paid during each calendar year to each of the chief executive officer and the three other highest paid executive officers whose compensation must be reported to shareholders in the proxy statement. Section 162(m) does not apply to qualified performance-based compensation. Our policy is to maximize the tax deductibility of compensation paid to our most highly compensated executives under Section 162(m). For example, awards under our 2015 Equity Incentive Plan are intended to satisfy certain of the requirements for an exemption for “qualified performance-based compensation” under Section 162(m). We do not believe that Section 162(m) will have a material adverse effect on us in 2017.

Summary Compensation Table

The following table summarizes compensation earned during 2016, 2015 and 2014 by our chief executive officer, chief financial officer and each of our other executive officers. We refer to these individuals throughout this proxy statement as the “Named Executive Officers.”

Name and Principal Position	Year	Salary (1)	Stock	Option	Non-Equity	All Other	Total
			Awards (2)	Awards (3)	Incentive Plan Compensation (4)	Compensation (5)	
Mark S. Gorder,.....	2016	418,000	—	151,600	—	31,485	601,085
President and Chief Executive	2015	405,820	—	137,400	19,277	29,212	591,709
Officer (principal executive officer)	2014	394,000	7,000	48,125	31,000	26,758	506,883
Scott Longval,.....	2016	249,000	—	90,960	—	1,360	341,320
Chief Financial Officer and	2015	232,740	—	82,440	15,129	1,234	331,543
Treasurer (principal financial officer)	2014	215,500	—	28,875	20,768	1,234	266,377
Michael P. Geraci,	2016	245,200	—	90,960	—	4,320	340,480
Vice President, Sales and Marketing	2015	238,033	—	82,440	15,474	4,176	340,123
	2014	231,100	—	28,875	22,271	4,176	286,422
Dennis L. Gonsior,.....	2016	229,500	—	90,960	—	3,746	324,206
Vice President, Global Operations	2015	222,789	—	82,440	14,482	3,612	323,323
	2014	216,300	—	28,875	20,845	3,612	269,632
Greg Gruenhagen,.....	2016	210,000	—	90,960	—	5,927	306,887
Vice President, Quality and	2015	200,658	—	82,440	13,043	5,602	301,743
Regulatory Affairs	2014	189,300	—	28,875	18,243	5,602	242,020

- (1) Under the Non-Employee Director and Executive Officer Stock Purchase Program, executive officers may purchase shares of common stock directly from the Corporation at the last reported sale price on the date that the election to purchase is made.
- (2) The amounts included in the “Option Awards” column represent the aggregate grant date fair value of option awards granted during the year indicated, computed in accordance with FASB Codification Topic 718. For a discussion of valuation assumptions, see Note 14 to our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2016. No options were forfeited under equity plans during 2016.

- (3) Represents amounts paid under the Annual Incentive Plan for services rendered in 2015 and 2014. No amounts were payable under the Annual Incentive Plan for 2016 because the plan target was not reached.
- (4) Consists of payment of premiums for group term life insurance maintained for such executives and disability policies maintained for certain executives. In the case of Mr. Gorder, such amount also includes payment of country club membership dues and payment for his automobile lease and related expenses.

Employment Agreements

We have entered into employment agreements with Mark S. Gorder, our President and Chief Executive Officer, and our executive officers.

The employment agreements contain the following material terms:

- a current employment term expiring on April 30, 2017, subject to automatic renewal for additional one year terms unless either party gives notice of non-renewal at least sixty (60) days prior to the end of the then current employment term; and
- a base salary as determined by the Board of Directors or the Compensation Committee, but in no event less than their base salaries in effect at the time of the agreement.

For a discussion of the provisions relating to the termination of the employment of the executive officer under certain circumstances, see “—Potential Payments Upon Termination of Employment or Change in Control.”

Annual Incentive Plan

In March 2012, the Compensation Committee adopted the Annual Incentive Plan for Executives and Key Employees, referred to as the Annual Incentive Plan. Under the Annual Incentive Plan, our executive officers and key employees are eligible to receive incentive compensation based on (i) the Corporation achieving a designated level of financial results, referred to as the “plan target,” for a designated calendar year, referred to as a “plan year,” and (ii) if applicable, achievement of designated strategic objectives. The plan targets and strategic objectives, if any, will be determined each year by the Compensation Committee. A participant will receive incentive compensation only if the minimum plan target is achieved.

In February 2015, the Compensation Committee determined that the target under the Annual Incentive Plan for 2014 had been achieved at the 84% level and approved a total payout under the 2014 Annual Incentive Plan of \$357,687, of which a total of \$113,127 was paid to the Named Executive Officers. In February 2016, the Compensation Committee determined that the target for 2015 had been achieved at the 64% level and approved a total payout under the 2015 Annual Incentive Plan of \$255,000, of which a total of \$77,405 was paid to the Named Executive Officers. In January 2017, the Compensation Committee determined that the plan target had not been met under the 2016 Annual Incentive Plan and, accordingly, no cash bonuses were paid for 2016.

In February 2017, the Compensation Committee approved the Annual Incentive Plan for 2017. For 2017, the Plan consists of two components. The first component is financial, based on the Corporation’s net income from continuing operations, and is payable in cash. The second component is strategic, based on the achievement of specific 2017 strategic objectives, and is payable in IntriCon common stock. This strategic component is payable only to the Named Executive Officers and, as a result, the amount of compensation payable to them under the financial component has been reduced from amounts that were payable to them in prior years.

Under the financial component of the 2017 Plan, based on the Corporation achieving a targeted range of net income from continuing operations, Mr. Gorder will be eligible to receive incentive compensation ranging from 3.25% to 20.0% of his plan year base salary and each of the other Named Executive Officers will be eligible to receive incentive compensation ranging from 3.25% to 15.0% of their plan year base salary. Other management employees are eligible to receive from 2.5% to 15.0% of their plan year base salaries depending upon their tier level. Between these points, the amount of the incentive compensation available will increase or decrease proportionately based upon the Corporation achieving more or less than the midpoint of the target range; however, no incentive compensation will be paid if the Corporation achieves less than the low end of the target range and the maximum incentive compensation payable is capped at the Corporation achieving the high end of the target range.

The target for the financial component of the 2017 Plan is based on 2017 net income from continuing operations; provided, that the Plan target must be achieved after accruing any incentive compensation payable under the Annual Incentive Plan. In addition, the Named Executive Officers will not be entitled to incentive compensation under the financial component at the minimum plan target level applicable to other participants.

The following table shows the potential amounts payable to our Named Executive Officers under the financial component of the Annual Incentive Plan at different levels of the 2017 Plan target.

Name	Potential incentive compensation payable under the financial component of the Annual Incentive Plan at the following levels of the 2017 Plan Target:		
	Minimum ⁽¹⁾	Target	Maximum
	Potential Incentive Compensation		
Mark S. Gorder.....	\$ 13,585	\$ 31,350	\$ 83,600
Scott Longval.....	8,093	15,563	37,350
Michael P. Geraci.....	7,969	15,325	36,780
Dennis L. Gonsior.....	7,459	14,344	34,425
Greg Gruenhagen.....	6,825	13,125	31,500

⁽¹⁾ Represents the minimum target level at which the Named Executive Officers will be eligible for an award.

Under the strategic component of the 2017 Plan, each Named Executive Officer will have different strategic objective goals and bonus weighting depending on their area of responsibility. Mr. Gorder will be eligible for a bonus of up to 7,000 shares of common stock and each of the other Named Executive Officers will be eligible for a bonus of up to 4,000 shares of common stock, provided that the minimum net income from continuing operations target is achieved and that 100% of their respective strategic objectives are met. The Compensation Committee has not yet finalized the strategic objectives.

The Committee has the discretion to determine whether (and at what level) the Plan target and strategic objectives have been satisfied and to adjust the Plan target and strategic objectives as circumstances warrant. The Committee has the authority to weight the importance of the strategic objectives and to determine the amount of the awards if less than all of the strategic objectives are achieved.

Equity Plans

The following descriptions summarize our equity plans pursuant to which eligible employees, including the Named Executive Officers, and directors receive equity based awards. Our 2015 Equity Incentive Plan replaced our 2006 Equity Incentive Plan (described below). No additional grants may be made under the 2006 Equity Incentive Plan. Outstanding grants under the 2006 Equity Incentive Plan continue to be governed by their terms and the terms of the 2006 Equity Incentive Plan.

In February 2014, the Board approved amendments to the 2006 Equity Incentive Plan and prior plans to permit “cashless” exercises for all stock options issued under such plans, regardless of whether the form of option agreement or award contains such a provision.

In February 2015, the Board approved amendments to the 2006 Equity Incentive Plan and prior plans to provide that outstanding options under such plans will vest and become fully exercisable, and will be exercisable for the balance of the original term of the option, in the event of the termination of the participant from the Corporation due to death, disability or retirement, regardless of any contrary provision in the form of option agreement.

2015 Equity Incentive Plan

Shareholders approved the 2015 Equity Incentive Plan in April 2015. The 2015 Equity Incentive Plan permits grants of incentive stock options, options not intended to qualify as incentive stock options, stock appreciation rights, restricted and unrestricted stock awards, restricted stock units, deferred stock units, performance awards, supplemental cash awards and combinations of the foregoing.

The 2015 Equity Incentive Plan is administered by the Compensation Committee of the Board of Directors. The Compensation Committee determines the type of awards to be granted under the 2015 Equity Incentive Plan; selects award recipients and determines the extent of their participation; determines the method or formula for establishing the fair market value of the shares of common stock for various purposes under the 2015 Equity Incentive Plan; and establishes all other terms, conditions, restrictions and limitations applicable to awards and the shares of common stock issued pursuant to awards, including, but not limited to, those relating to a participant's retirement, death, disability, leave of absence or termination of employment. The Compensation Committee may accelerate or defer the vesting or payment of awards, cancel or modify outstanding awards, waive any conditions or restrictions imposed with respect to awards or the shares of common stock issued pursuant to awards and make any and all other interpretations and determinations which it deems necessary with respect to the administration of the 2015 Equity Incentive Plan, other than a reduction of the exercise price of an option after the grant date and subject to the provisions of Section 162(m) of the Internal Revenue Code with respect to "covered employees," as defined in Section 162(m) of the Internal Revenue Code, except that the Committee may not, without the consent of the holder of an award or unless specifically authorized by the terms of the plan or an award, take any action with respect to such award if such action would adversely affect the rights of such holder.

The maximum total number of shares for which awards may be granted under the 2015 Equity Incentive Plan is 500,214 shares of common stock, subject to appropriate adjustment in a manner determined by the Board of Directors to reflect changes in the Corporation's capitalization; however, such authorized share reserve will be increased from time to time by a number of shares equal to the number of shares of common stock that are issuable pursuant to grants outstanding under the 2006 Equity Incentive Plan and certain other plans as of April 24, 2015 that, but for the termination and/or suspension of the 2006 Equity Incentive Plan and such other plans, would otherwise have reverted to the share reserve of the 2006 Equity Incentive Plan pursuant to the terms thereof as a result of the expiration, termination, cancellation or forfeiture of such options.

As of February 22, 2016:

- options to purchase 375,800 shares of common stock were outstanding under the 2015 Equity Incentive Plan;
- 275,576 shares of common stock were available for new awards under the 2015 Equity Incentive Plan, which includes shares surrendered for cashless exercises under the 2006 Equity Incentive Plan; and
- options to purchase 1,141,130 shares of common stock were outstanding under the 2006 Equity Incentive Plan, which shares will become available for new awards under the 2015 Equity Incentive Plan in the event of the cancellation, expiration, forfeiture, cashless exercise or repurchase of such awards.

The maximum number of shares of common stock for which stock options may be granted to any person in any fiscal year and the maximum number shares of common stock subject to SARs granted to any person in any fiscal year each is 50,000. The maximum number of shares of common stock subject to other Awards granted to any person in any fiscal year is 50,000 shares.

2006 Equity Incentive Plan

Shareholders approved the 2006 Equity Incentive Plan in April 2006 and, in April 2010 and May 2012, approved amendments to the 2006 Equity Incentive Plan to, among other things, increase the number of shares of common stock authorized for issuance under that plan. The 2006 Equity Incentive Plan was replaced by the 2015 Equity Incentive Plan in April 2015 and no new awards will be made under the 2006 Equity Incentive Plan. The 2006 Equity Incentive Plan permitted the same types of equity awards as are permitted under the 2015 Equity Incentive Plan. Awards outstanding under the 2006 Equity Incentive Plan will continue to be administered by the Compensation Committee of the Board of Directors and governed by the terms of such Plan and the awards. As noted above, as of February 22, 2017, options to purchase 1,140,130 shares of common stock were outstanding under the 2006 Equity Incentive Plan, which shares will become available for new awards under the 2015 Equity Incentive Plan in the event of the cancellation, expiration, forfeiture or repurchase of such awards.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes stock option awards held by our Named Executive Officers as of December 31, 2016. We do not have any outstanding stock awards.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Mark S. Gorder,	25,000		14.70	12/10/2017
President and Chief Executive Officer	20,000		4.69	12/09/2018
(principal executive officer)	25,000		4.53	4/27/2021
	25,000		6.26	1/2/2022
	25,000		4.05	1/5/2023
	8,334	4,166 ⁽¹⁾	3.85	1/2/2024
	6,667	13,333 ⁽²⁾	6.87	1/1/2025
	—	20,000 ⁽³⁾	7.58	1/3/2026
Scott Longval,	15,000		14.70	12/10/2017
Chief Financial Officer and Treasurer	10,000		4.69	12/09/2018
(principal financial officer)	15,000		4.53	4/27/2021
	15,000		6.26	1/2/2022
	15,000		4.05	1/5/2023
	5,000	2,500 ⁽¹⁾	3.85	1/2/2024
	4,000	8,000 ⁽²⁾	6.87	1/1/2025
	—	12,000 ⁽³⁾	7.58	1/3/2026
Michael P. Geraci,	20,000		14.70	12/10/2017
Vice President, Sales and Marketing	10,000		4.69	12/09/2018
	15,000		4.53	4/27/2021
	15,000		6.26	1/2/2022
	15,000		4.05	1/5/2023
	5,000	2,500 ⁽¹⁾	3.85	1/2/2024
	4,000	8,000 ⁽²⁾	6.87	1/1/2025
	—	12,000 ⁽³⁾	7.58	1/3/2026
Dennis L. Gonsior,	20,000		14.70	12/10/2017
Vice President, Global Operations	10,000		4.69	12/09/2018
	15,000		4.53	4/27/2021
	15,000		6.26	1/2/2022
	15,000		4.05	1/5/2023
	5,000	2,500 ⁽¹⁾	3.85	1/2/2024
	4,000	8,000 ⁽²⁾	6.87	1/1/2025
	—	12,000 ⁽³⁾	7.58	1/3/2026
Greg Gruenhagen,	10,000		14.70	12/10/2017
Vice President, Quality and Regulatory Affairs	10,000		4.69	12/09/2018
	15,000		4.53	4/27/2021
	15,000		6.26	1/2/2022
	15,000		4.05	1/5/2023
	5,000	2,500 ⁽¹⁾	3.85	1/2/2024
	4,000	8,000 ⁽²⁾	6.87	1/1/2025
	—	12,000 ⁽³⁾	7.58	1/3/2026

(1) The unvested balance of this option vests on January 2, 2017.

(2) The unvested balance of this option vests in two equal installments on each of January 1, 2017 and 2018.

(3) The unvested balance of this option vests in three equal installments on each of January 3, 2017, 2018 and 2019.

Potential Payments Upon Termination of Employment or Change in Control

Our employment agreements with our Named Executive Officers provide the following material terms in the event of the termination of the employment of the executive under certain circumstances:

- in the event of the termination of the executive's employment without cause, we are required to pay the executive's base salary and medical benefits for a severance period equal to one year (two years in the case of Mr. Gorder with respect to salary); provided that for any executive that has less than 12 years of continuous service with us, the severance period will be equal to 30 days for each year of continuous full-time employment, but in no event less than 90 days or more than one year. We are required to pay the present value of the base salary in a lump sum, using a discount rate of 6%;
- in the event that (i) there occurs a change in control or sale of our assets accounting for 90% of more of our sales and (ii) the executive's employment is involuntarily terminated within one year afterwards, we are required to pay the executive's base salary for one year (two years for Mr. Gorder) in a lump sum and to continue medical benefits for a period of one year;
- in the sole and absolute discretion of the Board of Directors, in the event that the executive is terminated without cause or there occurs a change of control followed by the executive's involuntary termination, we may elect to pay executive a prorated amount of the bonus that executive would have been entitled to receive for the year in which he was terminated;
- the immediate vesting of all stock options and equity awards held by the executive in the event of a change in control or in the event that the executive's employment is terminated (i) by us for any reason other than cause or (ii) by the executive under circumstances that constitute an involuntary termination; and
- a one year non-competition covenant (or, if longer, for so long as the period with respect to which executive is entitled to receive, or has received, payment of severance following a termination by us without cause or change of control) and covenants concerning confidentiality and inventions.

In the event that we give a notice of non-renewal of the term of the agreement to the executive and, within 12 months after the date of the non-renewal notice, the executive's employment is terminated by us for any reason other than cause or the death or disability of executive, then the executive will be entitled to the severance benefits described above with respect to a termination without cause except that the severance period shall be reduced by the number of days between the date of the non-renewal notice and the termination of executive's employment.

As defined in the employment agreements:

"Asset Sale" means the sale of our assets (including the stock or assets of our subsidiaries) to which 90% or more of our consolidated sales volume is attributable.

"Cause" means the following, provided that, in the case of circumstances described in the fourth through sixth clauses below, we must have first given written notice to executive, and executive must have failed to remedy the circumstances as determined in the sole discretion of the Board of Directors within 30 days after such notice:

- fraud or dishonesty in connection with executive's employment or theft, misappropriation or embezzlement of our funds;
- conviction of any felony, crime involving fraud or knowing misrepresentation, or of any other crime (whether or not such felony or crime is connected with his employment) the effect of which in the judgment of the Board of Directors is likely to adversely affect us or our affiliates;
- material breach of executive's obligations under the employment agreement;
- repeated and consistent failure of executive to be present at work during normal business hours unless the absence is because of a disability as defined in the agreement;

- willful violation of any express direction or requirement established by the Board of Directors, as determined by a majority of Board of Directors;
- insubordination, gross incompetence or misconduct in the performance of, or gross neglect of, executive's duties under the employment agreement, as determined by a majority of the Board of Directors; or
- use of alcohol or other drugs which interfere with the performance by executive of his duties, or use of any illegal drugs or narcotics.

“Change of control” means an “asset sale” or a “change in majority stock ownership.”

“Change in majority stock ownership” means the acquisition by any “person” (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, referred to as the “Exchange Act”), including any affiliate or associate as defined in Rule 12b-2 under the Exchange Act of such person, or any group of persons acting in concert, other than us, any trustee or other fiduciary holding securities under an employee benefit plan of ours, or any corporation or other entity owned, directly or indirectly, by our shareholders in substantially the same proportion as their ownership of capital stock of us, of “beneficial ownership” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of 50% or more of the combined voting power of our then outstanding securities.

“Involuntarily terminated” means:

- any termination of the employment of executive by us other than for cause, death or disability; or
- any termination of employment of the executive by executive following:
 - a material diminution in the executive's base compensation;
 - a material diminution in the executive's authority, duties, or responsibilities;
 - a material diminution in the authority, duties, or responsibilities of the supervisor to whom the executive is required to report, including a requirement that an executive report to a corporate officer or employee instead of reporting directly to the board of directors;
 - a material diminution in the budget over which the executive retains authority;
 - a material change in the geographic location at which the executive must perform the services; or
 - any other action or inaction that constitutes a material breach by us under the agreement.

Provided, however, that with respect to any termination by executive pursuant to the foregoing, executive shall have first provided notice to us of the existence of the condition proposed to be relied upon within 90 days of the initial existence of the condition, and shall have given us a period of 30 days during which we may remedy the condition and we shall have failed to do so during such period.

The change in control provisions that we use contain a “double trigger” requirement, meaning that for an executive to receive a payment under the change of control provision, there must be both a change of control, as defined in the applicable agreement, and an involuntary termination of the executive's employment. The double trigger requirement was chosen to prevent us from having to pay substantial payments in connection with a change in control where an executive had not suffered any adverse employment consequences. However, all stock options will vest and become immediately exercisable upon a change of control, regardless of whether the executive is involuntarily terminated.

Disability Benefits for Certain Named Executive Officers. We provide all of our full-time salaried employees with short-term disability benefits for six months. We also maintain a disability insurance policy on behalf of certain members of our senior management, including our Named Executive Officers, which is in addition to the disability benefits that we maintain for our salaried employees. In the event that any of these executives

became disabled, as provided in their respective policies, was unable to return to the performance of their duties after six months and was terminated as an employee effective as of December 31, 2016, they would be paid monthly benefits as follows: Mr. Gorder - \$8,370 per month; Mr. Geraci - \$6,450 per month; Mr. Gonsior - \$5,860 per month; Mr. Gruenhagen - \$6,935 per month; and Mr. Longval \$3,250 per month.

Equity Plans. Our Named Executive Officers hold unvested stock options under our 2015 Equity Incentive Plan.

Under our 2015 Equity Incentive Plan, all unvested options will automatically accelerate and become vested upon the death, disability, retirement of the holder or upon a change of control of us, as defined in that Plan. In addition, as described above, under their employment agreements, unvested options held by a Named Executive Officer will automatically accelerate and become vested upon the termination of employment by such executive under circumstances that constitute an involuntary termination.

Under the 2015 Equity Incentive Plan, options held by an employee whose employment is terminated for cause, as defined in those plans, will terminate immediately. In addition, under the 2015 Equity Incentive Plan, the voluntary resignation of employment by an employee, other than for retirement as defined, will not result in the acceleration of unvested options.

Certain Relationships and Related Party Transactions

Mr. Gorder, our president, chief executive officer and a director, is a general partner (with a one-third interest) of Arden Partners I, L.L.P., a Minnesota limited liability partnership, referred to as Arden, that owns and leases to us property under a lease entered into in 1991, which we use as a manufacturing facility. Under the lease, we pay Arden a base monthly rent of approximately \$31,084 plus real estate taxes and other charges. In 2016 and 2015, we paid Arden approximately \$484,000 and \$487,000 each year for rent, real estate taxes and other charges. Mr. Gorder's interest in such payments was approximately \$161,000 and \$163,000 for 2016 and 2015.

In March 2017, we entered into an amendment to extend the lease for a period of five years at an initial base rent of \$31,793 per month plus real estate taxes and other charges.

We use the law firm of Blank Rome LLP for legal services. A partner of that firm is the son-in-law of the Chairman of our Board of Directors, Mr. McKenna; however, the legal services are provided by other attorneys at that firm and not by the son-in-law. In 2016 and 2015, we paid that firm approximately \$406,000 and \$203,000, respectively, for legal services and costs. The interest of the son-in-law in such amounts is not determinable.

The foregoing transactions were approved by the disinterested members of the Audit Committee pursuant to its written policy applicable to related party transactions.

PROPOSAL 2

ADVISORY VOTE ON EXECUTIVE COMPENSATION

As described in detail under the heading “Executive Compensation” beginning on page 18 of this Proxy Statement, our executive compensation program is designed to attract and retain talented and dedicated executive officers and to align a significant portion of their compensation with our business objectives and performance and the interests of our shareholders. We believe that our program creates an environment of shared risk between our executive officers and our shareholders by including equity based awards and cash compensation based on financial performance as part of our executive compensation program. We believe that our executive compensation program should focus management’s attention on achieving both annual performance targets and profitable growth over a longer time period. The program is designed to reward management for the achievement of both short and long term strategic objectives as established by the Board of Directors. Additional details about our executive compensation programs, including information about executive compensation for the fiscal year ended December 31, 2015, are described under the section entitled “Executive Compensation” which begins on page 18 of this Proxy Statement.

Securities laws require that we provide our shareholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our Named Executive Officers as disclosed in this proxy statement at least once every three years, commonly known as a “say-on-pay” proposal. In accordance with the shareholders’ advisory vote on the frequency of the say-on-pay vote that was held at the 2013 annual meeting of shareholders, the Board of Directors has determined to hold the say-on-pay vote on executive compensation every year until we hold another advisory vote on the frequency of the say-on-pay vote.

We are asking our shareholders to indicate their support for our Named Executive Officer compensation as described in this Proxy Statement. This proposal gives our shareholders the opportunity to express their views on the compensation of our Named Executive Officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, the following resolution is submitted for shareholder vote at the Annual Meeting:

“RESOLVED, that the shareholders of IntriCon Corporation hereby APPROVE, on an advisory basis, the compensation paid to its named executive officers, as disclosed in the Proxy Statement for the 2017 annual meeting of shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation tables and the narrative discussion that accompany the compensation tables.”

This say-on-pay vote is advisory, and therefore not binding on the Corporation, the Compensation Committee or our Board of Directors. Our Board and our Compensation Committee value the opinion of our shareholders and to the extent there is any significant vote against the compensation of Named Executive Officers as disclosed in this Proxy Statement, we will consider our shareholders’ concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. Proxies submitted without direction pursuant to this solicitation will be voted “for” approval of the compensation of our Named Executives Officers as disclosed in this proxy statement.

The Board of Directors recommends a vote “FOR” the approval of the compensation of our Named Executive Officers as disclosed in this proxy statement.

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF AUDITOR

The Corporation's independent registered public accounting firm for the fiscal year ended December 31, 2016 was the firm of Baker Tilly Virchow Krause, LLP (previously known as Virchow, Krause & Company, LLP), referred to as "Baker Tilly." Baker Tilly was engaged as independent auditor beginning in August 2005. Services provided to the Corporation and its subsidiaries by Baker Tilly in 2016 and 2015 are described below under "Independent Registered Public Accounting Firm." The Audit Committee of the Board of Directors has appointed Baker Tilly to serve as the independent registered public accounting firm for the year ending December 31, 2017. Shareholders will be asked to ratify this appointment. Although action by the shareholders on this matter is not required, the Audit Committee believes it is appropriate to seek shareholder ratification of the appointment of the independent registered public accounting firm to provide a forum for shareholders to express their views with regard to the Audit Committee's appointment. If the shareholders do not ratify the appointment of Baker Tilly, the selection of independent registered public accounting firm may be reconsidered by the Audit Committee; provided however, the Audit Committee retains the right to continue to engage Baker Tilly. Notwithstanding the ratification of Baker Tilly as the Corporation's independent registered public accounting firm for the year ending December 31, 2017, the Audit Committee retains the right to replace Baker Tilly at any time without shareholder approval. A representative of Baker Tilly is expected to be present at the Annual Meeting and to be available to respond to appropriate questions. The representative will have the opportunity to make a statement if he or she so desires.

Independent Registered Public Accounting Fee Information

Fees for professional services provided by Baker Tilly, the Corporation's independent auditor, for the fiscal years ended December 31, 2016 and 2015 in each of the following categories were:

<u>Services Rendered (1)</u>	<u>2016</u>	<u>2015</u>
Audit Fees	\$ 211,065	\$ 199,633
Audit-Related Fees	43,100	13,000
Tax Fees	—	—
All Other Fees	—	—
Total	<u>\$ 254,165</u>	<u>\$ 212,633</u>

- (1) The aggregate fees included in Audit Fees are fees billed *for* the fiscal years. The aggregate fees included in each of the other categories are fees billed *in* the fiscal years. Does not include: foreign statutory audit fees of \$20,760 and \$22,039 for 2016 and 2015 and foreign tax fees of \$6,228 in 2016 and \$9,794 in 2015, respectively by Baker Tilly TFW, LLC, a firm that is also an independent member firm of Baker Tilly International, for audits of the Corporation's foreign subsidiaries.

Audit Fees. The audit fees for 2016 and 2015 include fees for professional services rendered for the audit of the Corporation's annual financial statements included in the Corporation's Form 10-K Reports, the review of the financial statements included in the Corporation's Form 10-Q Reports, and professional services rendered for a required review of the Corporation's other SEC filings.

Audit-Related Fees. The audit-related fees for 2016 and 2015 include fees for audits of the Corporation's employee benefit plan and in 2016 include fees for reviews in connection with the Corporation's equity offering.

All Other Fees. There were no other fees billed for 2016 and 2015.

Tax Fees. We did not use Baker Tilly for domestic tax services in 2016 or 2015.

Auditor Independence

The Audit Committee has considered the nature of the above-listed services provided by Baker Tilly and determined that the provisions of the services are compatible with Baker Tilly maintaining its independence.

Pre-Approval Policy

The Audit Committee has established pre-approval policies and procedures pursuant to which the Audit Committee pre-approved the foregoing audit and permissible non-audit services provided by Baker Tilly in 2016.

Audit Committee Report

The Audit Committee has prepared the following report on its activities with respect to the Corporation's audited consolidated financial statements for the year ended December 31, 2016, which are referred to herein as the Corporation's audited consolidated financial statements:

- The Audit Committee has reviewed and discussed the audited consolidated financial statements with management.
- The Audit Committee has discussed with Baker Tilly, the Corporation's independent auditors, the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees," as issued by the Public Company Accounting Oversight Board.
- The Audit Committee has received the written disclosures and the letter from Baker Tilly required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committees concerning independence, and has discussed with Baker Tilly their independence.
- Based on the review and discussions referred to above, the Audit Committee has recommended to the Board of Directors that the audited consolidated financial statements be included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016, for filing with the Securities and Exchange Commission.

The Audit Committee:

Nicholas A. Giordano, Chairman
Michael J. McKenna

Robert N. Masucci
Philip I. Smith

The Board of Directors recommends that shareholders vote "FOR" ratification of the appointment of Baker Tilly as the Corporation's independent registered public accounting firm for 2017.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Corporation's executive officers and directors and persons who own more than ten percent of a registered class of the Corporation's equity securities (collectively, the "reporting persons") to file reports of ownership and changes in ownership with the Securities and Exchange Commission and to furnish the Corporation with copies of these reports.

Based on the Corporation's review of the copies of these reports received by it and written representations, if any, received from reporting persons with respect to the filing of reports of Forms 3, 4 and 5, the Corporation believes that all filings required to be made by the reporting persons for fiscal year 2016 were made on a timely basis.

SHAREHOLDER PROPOSALS FOR 2018 ANNUAL MEETING

Under the Corporation's bylaws, shareholder proposals with respect to the 2018 Annual Meeting of Shareholders, including nominations for directors, which have not been previously approved by the Board of Directors, must be submitted to the Secretary of the Corporation no later than November 17, 2017. Any such proposals must be in writing and sent either by personal delivery, nationally recognized express mail or United States mail, postage prepaid to Corporate Secretary, IntriCon Corporation, 1260 Red Fox Road, Arden Hills, Minnesota 55112. Each nomination or proposal must include the information required by the bylaws. All late or nonconforming nominations and proposals may be rejected by the officer presiding at the meeting.

Shareholder proposals for the 2018 Annual Meeting of Shareholders must be submitted to the Corporation by November 17, 2017 to receive consideration for inclusion in the Corporation's Proxy Statement relating to the 2018 Annual Meeting of Shareholders. Any such proposal must also comply with SEC proxy rules, including SEC Rule 14a-8, and any applicable requirements set forth in the bylaws.

In addition, shareholders are notified that the deadline for providing the Corporation timely notice of any shareholder proposal to be submitted outside of the Rule 14a-8 process for consideration at the Corporation's 2017 Annual Meeting of Shareholders is November 17, 2017. As to all such matters which the Corporation does not have notice on or prior to November 17, 2017, discretionary authority shall be granted to the persons designated in the Corporation's Proxy related to the 2018 Annual Meeting of shareholders to vote on such proposal.

ANNUAL REPORT TO SHAREHOLDERS

A copy of the Corporation's 2016 Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the SEC is being made available to each shareholder with this Proxy Statement.

The Corporation files reports and other information with the Securities and Exchange Commission, referred to as the "SEC." Copies of these documents may be obtained at the SEC's public reference room in Washington, D.C. The Corporation's SEC filings are also available on the SEC's web site at <http://www.sec.gov>.

EACH SHAREHOLDER CAN OBTAIN A COPY OF THE CORPORATION'S ANNUAL REPORT ON FORM 10-K, INCLUDING FINANCIAL STATEMENTS AND FINANCIAL SCHEDULES FOR THE YEAR ENDED DECEMBER 31, 2016 AS FILED WITH THE SEC, WITHOUT CHARGE EXCEPT FOR EXHIBITS TO THE REPORT, BY SENDING A WRITTEN REQUEST TO: INTRICON CORPORATION, 1260 RED FOX ROAD, ARDEN HILLS, MINNESOTA 55112 ATTN: SCOTT LONGVAL.

HOUSEHOLDING

In order to reduce printing costs and postage fees, the Corporation has adopted the process called “householding” for mailing its annual report and proxy statement to “street name holders,” which refers to shareholders whose shares are held in a stock brokerage account or by a bank or other nominee. This means that street name holders who share the same last name and address will receive only one copy of the Corporation’s annual report and proxy statement, unless the Corporation receives contrary instructions from a street name holder at that address. The Corporation will continue to mail a proxy card to each shareholder of record who requests it.

The Corporation will promptly deliver separate copies of the Corporation’s proxy statement and annual report upon written or oral request. If you prefer to receive multiple copies of the Corporation’s proxy statement and annual report at the same address, you may obtain additional copies by writing to IntriCon Corporation, Attention: Scott Longval, Chief Financial Officer, 1260 Red Fox Road, Arden Hills, Minnesota 55112 or by calling Mr. Longval at (651) 604-9526. Eligible shareholders of record receiving multiple copies of the annual report and proxy statement can request householding by contacting the Corporation in the same manner.

OTHER MATTERS

The Corporation is not presently aware of any matters (other than procedural matters) that will be brought before the Meeting which are not reflected in the attached Notice of the Meeting. The accompanying proxy confers discretionary authority to vote with respect to any and all of the following matters that may come before the Meeting: (i) matters which the Corporation did not receive notice by November 18, 2016 were to be presented at the Meeting; (ii) approval of the minutes of a prior meeting of shareholders, if such approval does not amount to ratification of the action taken at the meeting; (iii) the election of any person to any office for which a bona fide nominee named in this Proxy Statement is unable to serve or for good cause will not serve; (iv) any proposal omitted from this Proxy Statement and the form of proxy pursuant to Rules 14a-8 or 14a-9 under the Securities Exchange Act of 1934; and (v) matters incident to the conduct of the Meeting. In connection with such matters, the persons named in the accompanying proxy will vote in accordance with their best judgment.

Scott Longval
Chief Financial Officer, Treasurer
and Secretary

MANAGEMENT

Mark S. Gorder

President and Chief Executive Officer

J. Scott Longval

Chief Financial Officer, Secretary and Treasurer

Michael P. Geraci

Vice President, Sales and Marketing

Greg Gruenhagen

Vice President, Quality and Regulatory Affairs

Dennis L. Gonsior

Vice President, Global Operations

Delain Wright

Vice President, Business Development,

Value Hearing Health

DIRECTORS

Michael J. McKenna

Chairman of the Board of IntriCon Corporation,

Retired Vice Chairman,

President and Director,

Crown Cork & Seal Company, Inc.

Nicholas A. Giordano

Business Consultant,

Former President and CEO

Philadelphia Stock Exchange

Mark S. Gorder

President and Chief Executive Officer,

IntriCon Corporation

Robert N. Masucci

Chairman of Barclay Brand Corporation Chairman,

Montgomery Capital Advisors, Inc.

Philip I. Smith

Former Managing Director,

BMO Capital Markets

Former President and CEO,

Angeion Corporation

LEGAL COUNSEL

Blank Rome LLP

Philadelphia, Pennsylvania

AUDITORS

Baker Tilly Virchow Krause

Minneapolis, Minnesota

TRANSFER AGENT AND REGISTRAR

Broadridge

1115 Long Island Avenue

Edgewood, NY 11717

1.800.733.1121

www.broadridge.com

LOCATIONS

IntriCon Corporation Headquarters

1260 Red Fox Road

Arden Hills, Minnesota 55112

Phone: 651.636.9770

Fax: 651.636.8944

www.intricon.com

Hearing Health Express, Inc.

1714 Sycamore Rd.

DeKalb, IL 60115

IntriCon PTE LTD

Admirax Building #02-01 to 06

8 Admiralty Street

Singapore 757438

IntriCon GmbH

Kesselschmiedstr. 10

D-85354 Freising, Germany

PT IntriCon Indonesia

Batam Indo Industrial Park

Lot 202 Level 1

Mukakuming, Batam, Indonesia 29433

IntriCon UK LTD

Audiology House

45 Nightingale Lane

London SW12 8SP



IntriCon Corporation
1260 Red Fox Road
Arden Hills, Minnesota 55112
Phone: 651.636.9770
Fax: 651.636.8944
IntriCon.com