

INTRICON CORP  
Form DEFA14A  
March 14, 2019

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

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  
Filed by a Party other than the Registrant  
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

IntriCon Corporation

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 01, 2019**

*INTRICON CORPORATION*

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** February 26, 2019  
**Date:** May 01, 2019      **Time:** 9:00 AM CDT  
**Location:** Best Western Plus  
1000 Gramsie Road  
Shoreview, Minnesota 55126

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

Broadridge Internal Use Only  
Job #  
Envelope #  
Sequence #  
# of # Sequence #

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## Before You Vote

How to Access the Proxy Materials

### Proxy Materials Available to VIEW or RECEIVE:

1. Combo 10K/NPS

### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 17, 2019 to facilitate timely delivery.



## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:**  
Many shareholder  
meetings have  
a t t e n d a n c e

requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**V o t e B y**

**Internet:** To vote now by Internet, go to

[www.proxyvote.com](http://www.proxyvote.com).

Have the information that is printed in the box marked by the arrow available and follow the instructions.

Internal Use  
Only

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



**Voting items**

**The Board of Directors recommends**

**you vote FOR the following:**

1. Election of Director  
Nominees

1A Mark S. Gorder

**The Board of Directors recommends you vote FOR the following proposal:**

- An advisory vote to approve executive compensation, as described in the Proxy Statement, referred to as “say-on-pay.”

**NOTE:** In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the annual meeting.

**The Board of Directors recommends you vote 1 YEAR on the following proposal:**

- An advisory vote on whether the say-on-pay vote should occur every year, every two years or every three years, referred to as “say-on-frequency.”

If the Annual Meeting of Shareholders 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, shall nevertheless constitute a quorum for the purpose of electing directors. If the Annual Meeting of Shareholders 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 above.

**The Board of Directors recommends you vote FOR the following proposal:**

- To ratify the appointment of Baker Tilly Virchow Krause, LLP as IntriCon Corporation’s independent registered public accounting firm for fiscal year 2019.

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**Reserved for Broadridge Internal Control Information**

**NAME**

|  |                              |
|--|------------------------------|
| <b>THE COMPANY NAME INC. - COMMON</b>  | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS A</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS B</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS C</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS D</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS E</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS F</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - 401 K</b>   | <b>123,456,789,012.12345</b> |

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