

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Geraci Michael</u>  (Last) (First) (Middle) C/O INTRICON CORPORATION 1260 RED FOX ROAD  (Street) ARDEN HILLS MN 55112  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTRICON CORP [ IIN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>VP Sales &amp; Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2022		A		4,021	A	\$0 <sup>(1)</sup>	54,036	D	
Common Stock	05/24/2022		D		49,912	D	<sup>(2)</sup>	4,124	D	
Common Stock	05/24/2022		D		4,124	D	<sup>(3)</sup>	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase	\$4.05	05/24/2022		D			10,000	<sup>(4)</sup>	01/05/2023	Common Stock	10,000	<sup>(4)</sup>	0	D	
Option to Purchase	\$7.58	05/24/2022		D			4,000	<sup>(4)</sup>	01/03/2026	Common Stock	4,000	<sup>(4)</sup>	0	D	
Option to Purchase	\$7.05	05/24/2022		D			12,000	<sup>(4)</sup>	07/26/2027	Common Stock	12,000	<sup>(4)</sup>	0	D	

**Explanation of Responses:**

- Represents vesting of performance restricted stock units at the target level pursuant to the Merger Agreement (as defined below).
- Disposed of pursuant to an Agreement and Plan of Merger, dated as of February 27, 2022 (the "Merger Agreement") by and among the Issuer, IIN Holding Company Inc., a Delaware corporation ("Parent"), and IC Merger Sub Inc., a Pennsylvania corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly-owned subsidiary of Parent. Each share of common stock exchanged in the Merger will receive cash of \$24.25 per share.
- Disposed of pursuant to a rollover agreement between the reporting person and IIN Holdings LLC, a Delaware limited liability company and the majority equity holder of Parent ("Holdings"), entered into in connection with the Merger Agreement, in exchange for equity interests of Holdings having an equivalent value as of the effective date of the Merger based on the consideration payable in the Merger of \$24.25 per share.
- Pursuant to the Merger Agreement, each option to purchase common stock was canceled in exchange for a cash payment of \$24.25 per share less the exercise per share price of the option. All options were fully vested at the time the Merger Agreement was signed.

/s/ Scott Longval, attorney-in-fact 05/25/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.