INTRICON CORP
Form 10-Q
November 14, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

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	**23-1069060**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1260 Red Fox Road	
Arden Hills, Minnesota	**55112**
(Address of principal executive offices)	(Zip Code)

(651) 636-9770

(Registrant's telephone number, including area code)

N/A

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

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

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

Large accelerated filer	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 Exchange Act).

Yes No

The number of outstanding shares of the registrant's common stock, $1.00 par value, on October 31, 2018 was 8,640,927.

INTRICON CORPORATION

I N D E X

PART I: FINANCIAL INFORMATION

ITEM 1. Financial Statements

INTRICON CORPORATION

Consolidated Condensed Balance Sheets

(In Thousands, Except Per Share Amounts)

	September 30, 2018 (Unaudited)	**December 31, 2017 (as adjusted)**
Current assets:		
Cash, cash equivalents and restricted cash	$ 1,198	$ 1,017
Available for sale securities	45,042	—
Accounts receivable, less allowance for doubtful accounts of $700 at September 30, 2018 and $332 at December 31, 2017	13,591	9,052
Inventories	18,537	13,708
Contract assets	6,324	2,979
Other current assets	1,973	1,544
Total current assets	86,665	28,300
Machinery and equipment	39,321	40,124
Less: Accumulated depreciation	27,953	32,949
Net machinery and equipment	11,368	7,175
Goodwill	10,808	10,808
Intangible assets, net	2,624	2,740
Investment in partnerships	1,920	1,616
Other assets, net	3,628	3,835
Total assets	$ 117,013	$ 54,474
Current liabilities:		
Current maturities of long-term debt	$ 96	$ 2,040
Accounts payable	15,030	10,423
Accrued salaries, wages and commissions	3,558	3,113
Other accrued liabilities	3,385	3,739
Total current liabilities	22,069	19,315

Long-term debt, less current maturities	95	9,321
Other postretirement benefit obligations	421	455
Accrued pension liabilities	771	772
Other long-term liabilities	3,053	3,172
Total liabilities	26,409	33,035
Commitments and contingencies (note 15)		
Shareholders' equity:		
Common stock, $1.00 par value per share; 20,000 shares authorized; 8,640 and 6,900 shares issued and outstanding at September 30, 2018 and December 31, 2017, respectively	8,640	6,900
Additional paid-in capital	84,509	21,581
Accumulated deficit	(1,377)	(6,056)
Accumulated other comprehensive loss	(889)	(733)
Total shareholders' equity	90,883	21,692
Non-controlling interest	(279)	(253)
Total equity	90,604	21,439
Total liabilities and equity	$ 117,013	$ 54,474

(See accompanying notes to the consolidated condensed financial statements)

INTRICON CORPORATION

Consolidated Condensed Statements of Operations

(In Thousands, Except Per Share Amounts)

	Three Months Ended		Nine Months Ended	
	September 30, 2018 (Unaudited)	September 30, 2017 (Unaudited and as adjusted)	September 30, 2018 (Unaudited)	September 30, 2017 (Unaudited and as adjusted)
Sales, net	$30,134	$ 25,061	$85,657	$ 68,800
Cost of sales	20,609	17,334	57,731	48,600
Gross profit	9,525	7,727	27,926	20,200
Operating expenses:				
Sales and marketing	3,009	2,342	8,729	6,857
General and administrative	3,232	2,698	9,434	7,961
Research and development	1,251	1,047	3,693	3,312
Total operating expenses	7,492	6,087	21,856	18,130
Operating income	2,033	1,640	6,070	2,070
Interest expense, net	(48)	(177)	(453)	(548)
Other expense	(179)	(337)	(580)	(328)
Income from continuing operations before income taxes and discontinued operations	1,806	1,126	5,037	1,194
Income tax expense (benefit)	(97)	47	358	165
Income from continuing operations before discontinued operations	1,903	1,079	4,679	1,029
Loss on sale of discontinued operations (Note 3)	—	—	—	(164)
Loss from discontinued operations (Note 3)	—	—	—	(128)
Net income	1,903	1,079	4,679	737
Less: Loss allocated to non-controlling interest	—	(186)	—	(925)
Net income attributable to IntriCon shareholders	$1,903	$ 1,265	$4,679	$ 1,662
Basic income (loss) per share attributable to IntriCon shareholders:				
Continuing operations	$0.24	$ 0.18	$0.65	$ 0.29
Discontinued operations	—	—	—	(0.04)
Net income per share:	$0.24	$ 0.18	$0.65	$ 0.24
Diluted income (loss) per share attributable to IntriCon shareholders:				
Continuing operations	$0.22	$ 0.17	$0.56	$ 0.27

Discontinued operations	—	—	—	(0.04)
Net income per share:	$0.22	$ 0.17	$0.56	$ 0.23
Average shares outstanding:				
Basic	7,825	6,853	7,249	6,836
Diluted	8,822	7,251	8,360	7,179

(See accompanying notes to the consolidated condensed financial statements)

INTRICON CORPORATION

Consolidated Condensed Statements of Comprehensive Income

(In Thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2018 (Unaudited)	September 30, 2017 (Unaudited and as adjusted)	September 30, 2018 (Unaudited)	September 30, 2017 (Unaudited and as adjusted)
Net income	$1,903	$ 1,079	$4,679	$ 737
Interest rate swap, net of taxes of $0	(4)	3	(1)	18
Pension and postretirement obligations, net of taxes of $0	5	5	15	15
Foreign currency translation adjustment, net of taxes of $0	8	116	(171)	241
Comprehensive income	$1,912	$ 1,203	$4,522	$ 1,011

(See accompanying notes to the consolidated condensed financial statements)

INTRICON CORPORATION

Consolidated Condensed Statements of Cash Flows

(In Thousands)

	Nine Months Ended	
	September 30, 2018	**September 30, 2017**
	(Unaudited)	**(Unaudited and as adjusted)**
Cash flows from operating activities:		
Net income	$ 4,679	$ 737
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,146	1,659
Stock-based compensation	1,025	634
Loss on sale of discontinued operations	—	164
Change in allowance for doubtful accounts	368	65
Equity in loss of partnerships	300	281
Changes in operating assets and liabilities:		
Accounts receivable	(4,915)	249
Inventories	(4,838)	(1,658)
Contract assets	(3,345)	(1,335)
Other assets	(571)	(658)
Accounts payable	2,520	1,712
Accrued expenses	65	1,228
Other liabilities	(146)	31
Net cash provided by (used in) operating activities	(2,712)	3,109

Cash flows from investing activities:		
Purchases of property, plant and equipment	(3,496)	(984)
Investment in partnerships	(843)	(730)
Net cash used in investing activities	(4,339)	(1,714)
Cash flows from financing activities:		
Proceeds from long-term debt	14,195	10,906
Repayments of long-term debt	(25,539)	(13,110)
Proceeds from issuance of common stock, net of costs	88,967	—
Payments for repurchase of common stock and related costs	(25,907)	—
Proceeds from employee stock purchases and exercise of stock options	584	164
Net cash provided by (used in) financing activities	52,300	(2,040)
Effect of exchange rate changes on cash	(26)	364
Net increase (decrease) in cash	45,223	(281)
Cash, cash equivalents available for sale securities restricted cash, beginning of period	1,017	1,262
Cash, cash equivalents available for sale securities restricted cash, end of period	$ 46,240	$ 981
Noncash investing and financing:		
Investment in partnerships through	$ 86	$ —

liability incurred		
Acquisition of property, plant and equipment in accounts payable	2,098	—

(See accompanying notes to the consolidated condensed financial statements)

INTRICON CORPORATION

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

1. General

In the opinion of management, the accompanying consolidated condensed financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to present fairly IntriCon Corporation's ("IntriCon" or the "Company") consolidated financial position as of September 30, 2018 and December 31, 2017, the consolidated results of its operations for the three and nine months ended September 30, 2018 and 2017 and cash flows for the nine months ended September 30, 2018 and 2017. Results of operations for the interim periods are not necessarily indicative of the results of operations expected for the full year or any other interim period.

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.

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. 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.

In December 2017, the Company acquired the remaining 80-percent stake in Hearing Help Express, Inc. (referred to as "Hearing Help Express" or "HHE"), a direct-to-consumer mail order hearing aid provider, for $650 in cash, repayment of $1,833 in debt to HHE's 80% holder and an earn-out. The results of HHE have been consolidated into the Company's financial statements since October 31, 2016. Prior to the acquisition of 100% ownership in December 2017, the Company allocated income and losses to the noncontrolling interest based on ownership percentage.

In February 2018, the Company closed on an additional 33% ownership interest in Soundperience, bringing its total ownership to 49% and its total investment to 1,500 Euros consisting of an equity investment and license agreement. Soundperience has designed self-fitting hearing aid technology. The Company does not anticipate the Soundperience business will have a notable financial impact on operating results, but rather will provide the Company with exclusive

access in the United States to critical software technology. Soundperience's self-fitting hearing aid technology is being used in the German market today, most notably through Signison, the Company's joint venture with the majority owner of Soundperience. Soundperience and Signison are accounted for in the Company's financial statements using the equity method.

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

2. New Accounting Pronouncements

In July 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-11, "Leases (Topic 842): Targeted Improvements." The amendments of this ASU provide another transition method for the adoption of the new leases standard. Currently, entities are required to adopt the new leases standard using a modified retrospective transition method. The amendments of this ASU provide another transition method by allowing entities to initially apply the new leases standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Additionally, this ASU also provides lessors a practical expedient to not separate nonlease components from the associated lease component, similar to the expedient provided for lessees. The amendments related to separating components of a contract affect the amendments in ASU 2016-02, which are not yet effective but can be early adopted. For entities that have not adopted Topic 842 before the issuance of this ASU, the effective date and transition requirements for the amendments in this ASU related to separating components of a contract are the same as the effective date and transition requirements in ASU 2016-02. The Company has not yet determined the impact of this pronouncement on its consolidated financial statements and related disclosures

In January 2018, the FASB issued ASU No. 2018-01, “Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842.” This ASU provides an optional transition practical expedient to not evaluate under Topic 842, existing or expired land easements that were not previously accounted for as leases under the current leases guidance in Topic 840. An entity that elects this practical expedient should evaluate new or modified land easements under Topic 842 beginning at the date that the entity adopts Topic 842. An entity that does not elect this practical expedient should evaluate all existing or expired land easements in connection with the adoption of the new lease requirements in Topic 842 to assess whether they meet the definition of a lease. The amendments in this guidance affect the amendments in ASU 2016-02, which are not yet effective but may be early adopted. The effective date and transition requirements for the amendments are the same as the effective date and transition requirements in ASU 2016-02. An entity that early adopted Topic 842 should apply the amendments in this ASU upon issuance. Management does not intend to early adopt this guidance. The Company does not believe the adoption of this guidance will have a material impact on its consolidated financial position, results of operations or cash flows.

In March 2017, the FASB issued Accounting Standards Update ASU 2017-07, Retirement Benefits – Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This guidance requires entities to present the service cost component of net periodic pension cost and net periodic postretirement benefit cost in the income statement line items where they report compensation cost. Entities will present all other components of net benefit cost outside operating income, if this subtotal is presented. The rules related to the timing of when costs are recognized or how they are measured have not changed. This amendment only impacts where those costs are reflected within the income statement. In addition, only the service cost component will be eligible for capitalization in inventory and other assets. This guidance became effective January 1, 2018. The adoption of this new standard did not have a material impact on the Company’s 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 to 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 commenced its implementation of the standard and has established a timeline it believes is adequate for a timely adoption of the standard. The Company has not yet determined the impact of this pronouncement on its consolidated financial statements and related disclosures, but anticipates it will be required to record additional lease liabilities and corresponding rights to use assets.

3. Discontinued Operations

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

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Sales, net	$ —	$ —	$ —	$ 140
Operating costs and expenses	—	—	—	(268)
Net loss from discontinued operations	$ —	$ —	$ —	$ (128)

The Company sold the cardiac diagnostic monitoring business on February 17, 2017 to Datrix, LLC for a future revenue earn-out that was valued by the Company at $0. The Company has not earned any earn-out revenue through September 30, 2018. The Company recorded a loss on the sale of $164. The net loss was computed as follows:

Accounts receivable, net	$179
Accrued liabilities	(15)
Net assets sold	164
Fair value of consideration received	—
Loss on sale of discontinued operations, net of income taxes	$164

4. Changes in Accounting Policies

The Company's significant accounting policies are detailed in "Note 1: Summary of Significant Accounting Policies" of the Company's Annual Report on Form 10-K for the year ended December 31, 2017. In May 2014, the FASB issued ASU 2014-09 "Topic 606. Revenue from Contracts with Customers" (Topic 606). Topic 606 supersedes the revenue recognition requirements previously set forth in the Accounting Standards Codification (ASC) Topic 605 "Revenue Recognition," and requires entities to recognize revenue when control of the promised goods or services is transferred to customers at an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The Company adopted Topic 606 with a date of initial application of January 1, 2018.

The Company applied Topic 606 retrospectively using the practical expedient in ASC 606-10-65-1(f)(3). The Company notes that all previously reported historical amounts are adjusted for the impact of ASC 606.

Changes to the Company's significant accounting policies as a result of adopting Topic 606 are discussed below:

Revenue recognition - Revenue is measured based on consideration specified in the contract with a customer, adjusted for any applicable estimates of variable consideration and other factors affecting the transaction price, including noncash consideration, consideration paid or payable to customers and significant financing components. Revenue from all customers is recognized when a performance obligation is satisfied by transferring control of a distinct good or service to a customer, as further described below under "Performance obligations".

Individual promised goods and services in a contract are considered a performance obligation and accounted for separately if the individual good or service is distinct, i.e., the customer can benefit from the good or service on its own or with other resources that are readily available to the customer and the good or service is separately identifiable from other promises in the arrangement. When an arrangement includes multiple performance obligations, the

consideration is allocated between the performance obligations in proportion to their estimated stand-alone selling price. Costs related to products delivered are recognized in the period incurred, unless criteria for capitalization of costs under ASC 340-40 or other applicable guidance are met. Cost of revenues consist primarily of direct labor, manufacturing overhead, materials and components.

The Company excludes from revenue taxes collected from a customer that are assessed by a governmental authority and imposed on and concurrent with a specific revenue-producing transaction.

The Company includes shipping and handling fees in sales. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales.

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on the Consolidated Balance Sheet as further described below under “Receivables, net”, “Contract assets” and “Contract liabilities”.

When more than one party is involved in providing goods or services to a customer, an entity determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. An entity is a principal and therefore records revenue on a gross basis if it controls a promised good or service before transferring that good or service to the customer. An entity is an agent and records as revenue the net amount it retains for its agency services if its role is to arrange for another entity to provide the goods or services.

Performance obligations - A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account under ASC Topic 606. A contract's transaction price is allocated to each distinct performance obligation in proportion to the standalone selling price for each and recognized as revenue when, or as, the performance obligation is satisfied. The Company's various performance obligations and the timing or method of revenue recognition in each of the Company's markets are discussed below:

Medical biotelemetry market - Customer orders from the medical biotelemetry market consist of a specified number of assembled and customized parts that the customer further integrates into their production process to produce market ready products. Customer orders do not include additional follow-on goods or services.

With the exception of prompt payment discounts, the transaction price for medical biotelemetry market products is the invoiced amount, as variable consideration in the form of refunds, credits, rebates, price concessions, pricing incentives or other items impacting transaction price are not present.

All of the Company's products manufactured for the medical biotelemetry market are designed to each customer's specifications, do not have an alternative use and cannot be sold or redirected by the Company to others. The Company has an enforceable right to payment for any finished or in-process units, including a reasonable margin, if the customer terminates the contract for reasons other than the Company's failure to perform as promised. Control of these units is deemed to transfer to the customer over time during the manufacturing process, using the same measure of progress toward satisfying the promise to deliver the units to the customer. Each order is for a series of distinct units that comprise a single performance obligation. Consequently, the transaction price is recognized as revenue over time based on actual costs incurred in the manufacturing process to date relative to total expected costs to produce all ordered units.

Medical biotelemetry market products are invoiced when shipped and paid within normal commercial terms. The Company records a contract asset for revenue recognized over time in the production process for customized products that have not been shipped or invoiced to the customer.

Hearing health market - Customer orders from the hearing health market consist of hearing aid devices and related accessories. Each unit of product delivered under a customer order represents a distinct and separate performance obligation as the customer can benefit from each unit on its own or with other resources that are readily available to the customer and each unit of product is separately identifiable from other products in the arrangement.

With the exception of prompt payment discounts, the transaction price for the hearing health markets products is the invoiced amount, as variable consideration in the form of refunds, credits, rebates, price concessions, pricing

incentives or other items impacting transaction price are not present.

Nearly all of the Company's products manufactured for the hearing health market could be reworked without significant cost and sold to another customer in the event of the customer's termination of an order before delivery, and therefore have an alternative use to the Company. Generally, revenue is recognized upon the transfer of control of the products which is based on shipment terms; however, in certain cases the amount of shipment is adjusted for expected future returns and related consideration received.

Professional audio market - The Company sells body-worn audio devices with application in the aviation, fire, law enforcement, safety and military markets as well as for performers and production staff in the music and stage performance markets. Each unit on a customer's purchase order represents a distinct and separate performance obligation as the customer can benefit from each unit on its own or with other resources that are readily available to the customer and each unit is separately identifiable from the others because one does not significantly affect, modify or customize another.

Variable consideration in the form of refunds, credits, rebates, price concessions, pricing incentives or other items impacting the transaction price are not present. Invoiced amounts are deemed to approximate standalone selling price, such that a relative standalone selling price allocation between performance obligations is not required.

The products manufactured for the professional audio market could be reworked without significant cost and sold to another customer in the event of the customer's termination of an order before delivery and therefore have an alternative use to the Company. Transfer of control of the goods, and revenue recognition, occurs at the point in time of shipment or delivery of the products to the customer depending on the applicable shipping terms. Professional audio market products are billed when shipped and paid within normal commercial terms.

Hearing health direct-to-consumer (DTC) market - The hearing health DTC business distributes hearing aids and related accessories to the end consumer and is the Company's only business market that generates revenue from sales to the end consumer. The Company also sells a limited number of service plans for the hearing aids. Each product or service is a distinct performance obligation as each is independently useful either on its own or together with other products procured from the Company or other vendors and each product or service is separately identifiable from the others because one does not significantly affect, modify or customize another. Invoiced amounts are deemed to approximate standalone selling price, therefore a relative standalone selling price allocation between performance obligations is not required.

The hearing health DTC business offers a 60-day trial period to the end consumer for hearing aids, during which customers can return the hearing aids for a full refund or exchange for a different hearing aid. The Company invoices for the hearing aids and recognizes revenue only after completion of the 60-day trial period, when the customer's commitment to the arrangement is deemed to exist and an enforceable right to payment is established.

The transaction price for hearing aid accessories and service plans is the invoiced amount, as variable consideration in the form of refunds, credits, rebates, price concessions, pricing incentives or other items impacting transaction price are not present. Hearing aid accessories are billed and revenue is recognized upon shipment to the customer. Invoices are paid within normal commercial terms. Annual service plans are billed along with the hearing aid at the end of the 60-day trial period or upon renewal of the service plan, and paid within normal commercial terms. As the customer consumes the benefits of the service plan relatively evenly over the plan term, revenue for service plans is recognized on a straight-line basis commencing at the end of the trial period.

Receivables, net – Excluding the hearing health direct-to-consumer market, amounts recorded in receivables, net, on the consolidated balance sheet include amounts billed and currently due from customers. The amounts due are stated at their net estimated realizable value. An allowance for doubtful accounts is maintained to provide for the estimated amount of receivables that will not be collected. The allowance is based upon an assessment of customer creditworthiness, historical payment experience and the age of outstanding receivables. For the hearing health direct-to-consumer market, receivables, net, include amounts billed and currently due from customers and amounts to become due from customers on trial programs. The amounts due are stated at their net estimated realizable value. An allowance for doubtful accounts is maintained to provide for the estimated amount of receivables that will not be collected.

Contract Assets - Contract assets primarily include unbilled amounts recognized as revenue for customized products manufactured for the medical biotelemetry market. The customized goods have no alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. The Company begins revenue recognition when these goods enter the manufacturing process and continues based on a measure of progress toward completion using a cost-to-cost input method that considers labor and overhead costs incurred and materials used to date in the manufacturing process relative to total expected production costs. Given the relatively short duration of the production process, contract assets are classified as current. Contract assets are reclassified to accounts receivable upon shipment of and invoicing for the products, at which point the right to consideration becomes unconditional.

Sales Commissions - Sales commissions paid to sales representatives are eligible for capitalization as they are incremental costs that would not have been incurred without entering into a specific sales arrangement and are recoverable through the expected margin on the transaction. The Company has elected to apply the practical expedient provided by ASC 340-40-25-4 and recognize the incremental costs of obtaining contracts as an expense when incurred, as the amortization period of the assets that would have otherwise been recognized is one year or less. These costs are included in sales and marketing expenses on the consolidated statements of operations.

Product Warranty - The Company offers warranties on various products and services. These warranties are assurance type warranties not sold on a standalone basis, and therefore are not considered distinct performance obligations. 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.

5. Significant Changes Due to Topic 606

Sales of Customized Medical Biotelemetry Products - The primary factor impacting the timing of the Company's reported net income (loss) in the financial statements as a result of the adoption of Topic 606 is the acceleration of revenue and associated cost of sales recognized from the sale of customized medical biotelemetry products. For sales of these products, the Company previously recognized revenue at a point in time when the products were completed and shipped to the customer. Under Topic 606, if control of the products is transferred to the customer over the manufacturing process and the criteria for over time revenue recognition are otherwise met, revenue is recognized as products are manufactured utilizing an appropriate measure of progress toward satisfaction of the performance obligation. The Company's contracts with customers for the production of customized medical biotelemetry products meet the criteria for over time revenue recognition; therefore, the Company utilizes an input method based on actual costs incurred in the manufacturing process to date relative to total expected production costs as a measure of progress toward transfer of control of the products to the customer and recognizes revenue on that basis. Amounts recognized as revenue but not yet shipped or billed to the customer are recorded as contract assets. See Note 4 for further discussion.

Principal vs. Agent Role in Sales under Supply Arrangement -The Company has determined that the nature of its promise to a third-party supplier is a performance obligation to provide the integrated hearing aid products to its customers and that the associated sales contracts meet the control criteria necessary to qualify the Company as the principal in the transactions. As a result, gross reporting of revenues for sales under the supply arrangement is appropriate under Topic 606 and the profit sharing amount due to the third party is reported as cost of sales.

Impacts on financial statements

Previously reported amounts for sales, cost of sales, contract assets and contract liabilities have been retrospectively adjusted to provide amounts comparable to the reporting under Topic 606. The following tables summarize the effects of adopting this accounting standard on the Company's unaudited Consolidated Financial Statements.

Consolidated Statement of Operations:

	Three Months Ended September 30, 2017, as reported	Effect of Adoption of ASC 606	Three Months Ended September 30, 2017, as adjusted	Nine Months Ended September 30, 2017, as reported	Effect of Adoption of ASC 606	Nine Months Ended September 30, 2017, as adjusted

Sales, net	$ 24,034	$ 1,027	$ 25,061	$ 66,083	$ 2,717	$ 68,800
Cost of sales	16,469	865	17,334	46,261	2,339	48,600
Gross profit	7,565	162	7,727	19,822	378	20,200
Operating expenses:						
Sales and marketing	2,342	—	2,342	6,857	—	6,857
General and administrative	2,698	—	2,698	7,961	—	7,961
Research and development	1,047	—	1,047	3,312	—	3,312
Total operating expenses	6,087	—	6,087	18,130	—	18,130
Operating income	1,478	162	1,640	1,692	378	2,070
Interest expense	(177)	—	(177)	(548)	—	(548)
Other expense	(337)	—	(337)	(328)	—	(328)
Income from continuing operations before income taxes and discontinued operations	964	162	1,126	816	378	1,194
Income tax expense	47	—	47	165	—	165
Income from continuing operations before discontinued operations	917	162	1,079	651	378	1,029
Loss on sale of discontinued operations (Note 3)	—	—	—	(164)	—	(164)
Loss from discontinued operations (Note 3)	—	—	—	(128)	—	(128)
Net income	917	162	1,079	359	378	737
Less: Loss allocated to non-controlling interest	(186)	—	(186)	(925)	—	(925)
Net income attributable to IntriCon shareholders	$ 1,103	$ 162	$ 1,265	$ 1,284	$ 378	$ 1,662
Basic income (loss) per share attributable to IntriCon shareholders:						
Continuing operations	$ 0.16	$ 0.02	$ 0.18	$ 0.23	$ 0.06	$ 0.29
Discontinued operations	—	—	$ —	(0.04)	—	(0.04)
Net Income per share	$ 0.16	$ 0.02	$ 0.18	$ 0.19	$ 0.06	$ 0.24
Diluted income (loss) per share attributable to IntriCon shareholders:						
Continuing operations	$ 0.15	$ 0.02	$ 0.17	$ 0.22	$ 0.05	$ 0.27
Discontinued operations	—	—	—	(0.04)	—	(0.04)
Net Income per share	$ 0.15	$ 0.02	$ 0.17	$ 0.18	$ 0.05	$ 0.23
Average shares outstanding:						
Basic	6,853	6,853	6,853	6,836	6,836	6,836
Diluted	7,251	7,251	7,251	7,179	7,179	7,179

Consolidated Statement of Comprehensive Income:

	Three Months Ended September 30, 2017, as reported	Effect of Adoption of ASC 606	Three Months Ended September 30, 2017, as adjusted
Net income	$ 917	$ 162	$ 1,079

	Nine Months Ended September 30, 2017, as reported	Effect of Adoption of ASC 606	Nine Months Ended September 30, 2017, as adjusted
Net income	$ 359	$ 378	$ 737

Consolidated Statement of Cash Flows:

	Nine Months Ended September 30, 2017, as reported	Effect of Adoption of ASC 606	Nine Months Ended September 30, 2017, as adjusted
Net income	$ 359	$ 378	$ 737
Inventories	(2,615)	957	(1,658)
Contract assets	—	(1,335)	(1,335)

Prior Year Consolidated Balance Sheet:

	December 31, 2017, as reported	Effect of Adoption of ASC 606	December 31, 2017, as adjusted
Inventories	$ 15,397	$ (1,689)	$ 13,708
Contract assets	—	2,979	2,979

Other accrued liabilities	3,224	515	3,739
Accumulated deficit	(6,831)	775	(6,056)

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In addition, the cumulative impact to the Company's retained earnings at January 1, 2017 was a decrease to the accumulated deficit of $518.

Transaction price allocated to remaining performance obligations - The Company's remaining performance obligations as of September 30, 2018 primarily include uncompleted production of customized products for which control transfers to the customer over time, certain uncompleted product sales for orders received and future obligations under service plan arrangements recognized over time. The Company has elected to apply the practical expedient provided in ASC 606-10-50-14 and not disclose information about the amount of transaction price allocated to these remaining performance obligations as they all have original expected durations of one year or less.

The following table provides information about receivables, contracts assets, and contract liabilities from contracts with customers.

	September 30, 2018	**December 31, 2017, as adjusted**
Receivables, included in accounts receivable, less allowance for doubtful account	$ 13,591	$ 9,052
Contract assets	6,324	2,979
Contract liabilities, included in other current liabilities	416	312

Significant changes in contract assets and contract liabilities during the period are as follows:

	For the nine months ended September 30, 2018	
	Contract assets increase (decrease)	**Contract liabilities (increase) decrease**
Reclassification of beginning contract liabilities to revenue, as a result of performance obligations satisfied	$—	$ 312
Cash received in advance and not recognized as revenue	—	(416)
Reclassification of beginning contract assets to accounts receivable, as a result of right to consideration becoming unconditional	—	—
Contract assets recognized, net of reclassification to accounts receivable	3,345	—

Cumulative catch-up from a change in the timeframe for recognition of revenue arising from a contract liability		
Increase as a result of cumulative catch-up adjustment arising from changes in the estimate of costs incurred relative to total amounts projected, excluding amounts transferred to receivables during the period.	—	
Net Change	$3,345	$ (104)

6. 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 described in and incorporated by reference from "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Note 1 to the financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. The Company evaluates the performance of each segment based on income and loss from continuing operations before income taxes. The following table summarizes data by industry segment:

At and for the Three Months Ended September 30, 2018	Body Worn Devices	Hearing Health Direct-to-End-Consumer	Total
Revenue, net	$28,644	$ 1,490	$30,134
Income (loss) from continuing operations	2,942	(1,039)	1,903
Identifiable assets (excluding goodwill)	100,051	6,137	106,188
Goodwill	9,551	1,257	10,808
Depreciation and amortization	659	55	714
Capital expenditures	1,885	3	1,888

At and for the Nine Months Ended September 30, 2018	**Body Worn Devices**	**Hearing Health Direct-to-End-Consumer**	**Total**
Revenue, net	$80,325	$ 5,332	$85,657
Income (loss) from continuing operations	6,671	(1,992)	4,679
Identifiable assets (excluding goodwill)	100,051	6,137	106,188
Goodwill	9,551	1,257	10,808
Depreciation and amortization	1,991	155	2,146
Capital expenditures	3,426	70	3,496

At and for the Three Months Ended September 30, 2017 (as adjusted)	**Body Worn Devices**	**Hearing Health Direct-to-End-Consumer**	**Total**
Revenue, net	$23,298	$ 1,763	$25,061
Income (loss) from continuing operations	1,283	(204)	1,079
Identifiable assets (excluding goodwill)	29,883	5,404	35,287
Goodwill	9,551	1,004	10,555
Depreciation and amortization	506	48	554
Capital expenditures	350	16	366

At and for the Nine Months Ended September 30, 2017 (as adjusted)	**Body Worn Devices**	**Hearing Health Direct-to-End-Consumer**	**Total**
Revenue, net	$64,212	$ 4,588	$68,800
Income (loss) from continuing operations	2,114	(1,085)	1,029
Identifiable assets (excluding goodwill)	29,883	5,404	35,287
Goodwill	9,551	1,004	10,555

Depreciation and amortization	1,500	159	1,659
Capital expenditures	836	148	984

7. Geographic Information

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

	September 30, 2018	December 31, 2017
United States	$ 9,826	$ 5,407
Singapore	1,081	1,254
Other – primarily United Kingdom and Indonesia	461	514
Consolidated	$ 11,368	$ 7,175

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

The geographical distribution of net sales to geographical areas for the three and nine months ended September 30, 2018 and 2017 were as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017 (as adjusted)	September 30, 2018	September 30, 2017 (as adjusted)
United States	$25,157	$ 20,632	$70,871	$ 55,521
Europe	2,068	2,317	6,230	7,102
Asia	2,472	1,740	7,639	5,541
All other countries	437	372	917	636
Consolidated	$30,134	$ 25,061	$85,657	$ 68,800

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

For the three and nine months ended September 30, 2018, one customer accounted for 55% and 56%, respectively, of the Company’s consolidated net sales. For the three and nine months ended September 30, 2017, one customer accounted for 51% and 48%, respectively, of the Company’s consolidated net sales.

At September 30, 2018, two customers combined accounted for 51% of the Company's consolidated accounts receivable. At December 31, 2017, two customers combined accounted for 32% of the Company's consolidated accounts receivable.

At September 30, 2018, one customer accounted for 77% of the Company's consolidated contract assets. At December 31, 2017, one customer accounted for 62% of the Company's consolidated contract assets.

8. Investment in Partnerships

Investment in partnerships consisted of the following:

	September 30, 2018	**December 31, 2017**
Investment in Soundperience	$ 1,037	$ 842
Investment in Signison	662	498
Other	221	276
Total	$ 1,920	$ 1,616

As of September 30, 2018, the Company held a 49% ownership interest in Soundperience. In February 2018, the Company acquired an additional 33% stake in Soundperience. Soundperience is accounted for in the Company's financial statements using the equity method as of September 30, 2018.

The Company's investment in Soundperience exceeded the underlying interest in net equity of the Company. As a result, the Company assigned the excess investment to related identifiable intangible assets and includes the amortization of those intangibles within the equity in the income (losses) of Soundperience, which are included in other income (expenses) in the consolidated statements of operations. Soundperience's income (loss) in earnings is immaterial for the periods presented.

The Company has a 50% stake in Signison as of September 30, 2018. Signison is accounted for in the Company's financial statements using the equity method.

9. Investment Securities

The Company follows the authoritative guidance on fair value measurements and disclosures with respect to assets and liabilities that are measured at fair value on both a recurring and non-recurring basis. Under this guidance, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The authoritative guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability, developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The categorization of financial assets and financial liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The hierarchy is broken down into three levels defined as follows:

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs are unobservable for the asset or liability.

Assets and liabilities that are measured at fair value on a recurring basis primarily relate to marketable equity securities. These items are marked-to-market at each reporting period. The following tables provide information by level for assets and liabilities that are measured at fair value on a recurring basis:

	Fair Value as of	Fair Value Measurements Using Inputs Considered as		
	September 30, 2018	Level 1	Level 2	Level 3
Available for sale securities	$ 45,042	$45,042	$ —	$ —

	Fair Value as of	Fair Value Measurements Using Inputs Considered as		
	September 30, 2017	Level 1	Level 2	Level 3
Available for sale securities	$—	$—	$—	$—

Financial assets that are classified as Level 1 securities include cash equivalents and available for sale securities. These are valued using quoted market prices in an active market. All of the available for sale securities are invested in a money market account as of September 30, 2018.

The Company reviews the fair value hierarchy classification on a quarterly basis. Changes in the ability to observe valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy. The Company’s policy is to recognize transfers into and out of levels within the fair value hierarchy at the end of the fiscal quarter in which the actual event or change in circumstances that caused the transfer occurs. There were no transfers between Level 1, Level 2, or Level 3 during the three and nine months ended September 30, 2018 and September 30, 2017. When a determination is made to classify an asset or liability within Level 3, the determination is based upon the significance of the unobservable inputs to the overall fair value measurement.

10. Inventories

Inventories consisted of the following at:

	Raw materials	Work-in process	Finished products and components	Total
September 30, 2018				
Domestic	$ 10,158	$ 1,924	$ 1,765	$ 13,847
Foreign	2,674	1,169	847	4,690
Total	$ 12,832	$ 3,093	$ 2,612	$ 18,537
December 31, 2017 (as adjusted)				
Domestic	$ 6,924	$ 1,791	$ 1,366	$ 10,081
Foreign	2,258	514	855	3,627
Total	$ 9,182	$ 2,305	$ 2,221	$ 13,708

11. Short and Long-Term Debt

Short and long-term debt is summarized as follows:

	September 30, 2018	December 31, 2017
Domestic Asset-Based Revolving Credit Facility	$ —	$ 4,000
Foreign Overdraft and Letter of Credit Facility	272	1,250
Domestic Term-Loan	—	6,250
Unamortized Finance Costs	(81)	(139)
Total Debt	191	11,361
Less: Current maturities	(96)	(2,040)
Total Long-Term Debt	$ 95	$ 9,321

During the third quarter, we utilized proceeds from our equity offering (see Note 13) and paid down all of our domestic debt and most of our foreign debt. We plan on paying off the remaining foreign debt during the fourth quarter of 2018.

The Company was in compliance with the financial covenants under the facility as of September 30, 2018.

12. Income Taxes

Income tax expense (benefit) for the three and nine months ended September 30, 2018 was $(97) and $358, respectively, compared to $47 and $165, respectively, for the same periods in 2017. The expense was primarily due to domestic state income tax along with some foreign taxes for those periods in 2018 and 2017. The Company has net operating loss carryforwards for U.S. federal income tax purposes and, consequently, minimal federal benefit or expense from the domestic operations was recognized as the deferred tax asset has a full valuation allowance.

The following was the income (loss) before income taxes for each jurisdiction in which the Company has operations for the three and nine months ended September 30, 2018 and 2017.

	Three Months Ended September 30, 2018	September 30, 2017	Nine Months Ended September 30, 2018	September 30, 2017
United States	$1,575	$ 1,170	$4,875	$ 1,427
Singapore	378	245	724	168
Indonesia	18	20	60	54
United Kingdom	(299)	(184)	(869)	(595)
Germany	134	(125)	247	140
Income before income taxes	$1,806	$ 1,126	$5,037	$ 1,194

13. Shareholders' Equity and Stock-based Compensation

The Company has a 2006 Equity Incentive Plan and a 2015 Equity Incentive Plan. The 2015 Equity Incentive Plan replaced the 2006 Equity Incentive Plan and new grants may not be made under the 2006 Plan.

Under the 2015 Equity Incentive Plan, the Company may grant stock options, stock awards, stock appreciation rights, restricted stock units ("RSUs") and other equity-based awards. Under all awards, the terms are fixed on the grant date.

The Company granted 0 and 98 RSUs for the three and nine months ended September 30, 2018. The closing price of the Company's common stock on the date of grant was $0 and $20.61, respectively, for the RSUs granted for the three and nine months ended September 30, 2018. The RSUs vest in equal, annual installments over a three year period beginning on the first anniversary of the date of grant at which time common stock is issued with respect to vested units.

The Company also has granted stock options under the plans. Options granted under the plans generally vest in equal, annual installments over a three-year period beginning on the first anniversary of the date of grant and have a maximum term of 10 years.

Stock option activity during the nine months ended September 30, 2018 was as follows:

	Outstanding Awards			Weighted-average	Aggregate
	Stock Options	RSUs	Total	Exercise Price (a)	Intrinsic Value
Outstanding at December 31, 2017	1,453	—	1,453	$ 5.95	
Forfeited, cancelled or expired	(18)	—	(18)	7.93	
Granted	—	98	98	—	
Exercised	(578)	—	(578)	5.69	
Outstanding at September 30, 2018	857	98	955	$ 5.56	$ 48,377
Exercisable at September 30, 2018	603	—	603	$ 5.76	$ 30,438
Available for future grant at December 31, 2017			251		
Available for future grant at September 30, 2018			249		

(a) The weighted average exercise price calculation does not include outstanding RSUs

The number of shares available for future grants at September 30, 2018 does not include a total of up to 455 shares subject to options outstanding under the 2006 Equity Incentive Plan which will become available for grant under the 2015 Equity Incentive Plan in the event of the expiration, cancellation or surrender of such options.

The Company recorded $358 and $1,025 of non-cash stock compensation expense for the three and nine months ended September 30, 2018, respectively. The Company recorded $209 and $634 of non-cash stock compensation expense for the three and nine months ended September 30, 2017, respectively. As of September 30, 2018, there was $2,295 of total unrecognized compensation costs related to non-vested stock option and RSU awards that are expected to be recognized over a weighted-average period of 2.02 years. The total intrinsic value of options exercised during the nine months ended September 30, 2018 was 25,060.

The Company also has an Employee Stock Purchase Plan (the “Purchase Plan”). The Purchase Plan, as amended, through September 30, 2018, provides that a maximum of 300 shares may be sold under the Purchase Plan. There were 1 and 5 shares purchased under the plan for the three and nine months ended September 30, 2018, respectively, and 3 and 10 shares purchased for the three and nine months ended September 30, 2017, respectively.

On August 20, 2018, the Company completed a public offering and sale of 1,725 shares of common stock at a price to the public of $55 per share less an underwriting discount of $3.30 per share. The net proceeds from this offering, after deducting underwriting discounts and offering expenses, totaled approximately $88,967 and were used to repay debt, fund capital expenditures, to repurchase and retire 500 shares of common stock owned by directors and officers and for working capital and other general corporate purposes.

14. Income Per Share

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

	Three Months Ended		**Nine Months Ended**	
	September 30, 2018	**September 30, 2017 (as adjusted)**	**September 30, 2018**	**September 30, 2017 (as adjusted)**
Numerator:				
Income from continuing operations before discontinued operations	$1,903	$ 1,079	$4,679	$ 1,029
Loss on sale of discontinued operations	—	—	—	(164)
Loss from discontinued operations, net of income taxes	—	—	—	(128)

Net income	1,903	1,079	4,679	737
Less: loss allocated to non-controlling interest	—	(186)	—	(925)
Net income attributable to shareholders	$1,903	$ 1,265	$4,679	$ 1,662
Denominator:				
Basic – weighted shares outstanding	7,825	6,853	7,249	6,836
Weighted shares assumed upon exercise of stock options	997	398	1,111	343
Diluted – weighted shares outstanding	8,822	7,251	8,360	7,179
Basic income (loss) per share attributable to IntriCon shareholders:				
Continuing operations	$0.24	$ 0.18	$0.65	$ 0.29
Discontinued operations	—	—	—	(0.04)
Net income per share:	$0.24	$ 0.18	$0.65	$ 0.24
Diluted income (loss) per share attributable to IntriCon shareholders:				
Continuing operations	$0.22	$ 0.17	$0.56	0.27
Discontinued operations	—	—	—	(0.04)
Net income per share:	$0.22	$ 0.17	$0.56	$ 0.23

The dilutive impact summarized above relates to the periods when the average market price of Company stock exceeded the exercise price of the potentially dilutive option and RSU securities granted. Earnings per common share was based on the weighted average number of common shares outstanding during the periods when computing the basic earnings per share. When dilutive, stock options are included as equivalents using the treasury stock method when computing the diluted earnings per share. Individual components of basic and diluted income (loss) per share may not sum to the total income (loss) per share due to rounding.

No options were excluded from the dilutive calculation for the three and nine months ended September 30, 2018 and September 30, 2017.

15. 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 French subsidiary, Selas SAS, filed for insolvency in France. The Company may be subject to additional litigation or liabilities as a result of the French insolvency proceeding, including liabilities under guarantees aggregating approximately $453.

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

16. Related-Party Transactions

The Company uses the law firm of Blank Rome LLP for legal services. A partner of that firm is the son-in-law of the Chairman of the Company's Board of Directors. For the three and nine months ended September 30, 2018, the Company paid that firm approximately $238 and $413, respectively, for legal services and costs. For the three and nine months ended September 30, 2017, the Company paid that firm approximately $29 and $94, respectively, for legal services and costs. The Chairman of our Board of Directors is considered independent under applicable Nasdaq and Securities and Exchange Commission rules because (i) no payments were made to the Chairman or the partner directly in exchange for the services provided by the law firm and (ii) the amounts paid to the law firm did not exceed the thresholds contained in the Nasdaq standards. Furthermore, the aforementioned partner does not provide any legal services to the Company and is not involved in billing matters.

17. Revenue by Market

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

Timing of revenue recognition for the three months ended September 30, 2018:

	Products and services transferred at point in time	**Products and services transferred over time**	**Total**
Body Worn Devices Segment:			
Medical Biotelemetry	$—	$19,356	$19,356
Hearing Health	7,284	—	7,284
Professional Audio Communications	2,004	—	2,004
Hearing Health DTEC Segment:			
Hearing Health DTEC	1,490	—	1,490
Total Revenue	$10,778	$19,356	$30,134

Timing of revenue recognition for the nine months ended September 30, 2018:

	Products and services transferred at point in time	**Products and services transferred over time**	**Total**
Body Worn Devices Segment:			
Medical Biotelemetry	$—	$55,487	$55,487
Hearing Health	19,484	—	19,484
Professional Audio Communications	5,353	—	5,353
Hearing Health DTEC Segment:			
Hearing Health DTEC	5,333	—	5,333
Total Revenue	$30,170	$55,487	$85,657

Timing of revenue recognition for the three months ended September 30, 2017 (as adjusted):

	Products and services transferred at point in time	**Products and services transferred over time**	**Total**
Body Worn Devices Segment:			
Medical Biotelemetry	$—	$15,468	$15,468
Hearing Health	6,215	—	6,215
Professional Audio Communications	1,615	—	1,615
Hearing Health DTEC Segment:			

Hearing Health DTEC	1,763	—	1,763
Total Revenue	$9,593	$15,468	$25,061

Timing of revenue recognition for the nine months ended September 30, 2017 (as adjusted):

	Products and services transferred at point in time	**Products and services transferred over time**	**Total**
Body Worn Devices Segment:			
Medical Biotelemetry	$—	$41,220	$41,220
Hearing Health	18,487	—	18,487
Professional Audio Communications	4,505	—	4,505
Hearing Health DTEC Segment:			
Hearing Health DTEC	4,588	—	4,588
Total Revenue	$137,601	$41,220	$68,800

18. Subsequent Events

None

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

Business Overview

Headquartered in Arden Hills, Minnesota, IntriCon Corporation (together with its subsidiaries referred to as the "Company", "IntriCon," "we", "us" or "our") is an international company engaged in designing, developing, engineering, manufacturing and distributing body-worn devices. In addition to its operations in Minnesota, the Company has facilities in Illinois, Singapore, Indonesia, Germany and the United Kingdom.

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.

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. 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.

In December 2017, the Company acquired the remaining 80-percent stake in Hearing Help Express, Inc. (referred to as "Hearing Help Express" or "HHE"), a direct-to-consumer mail order hearing aid provider, for $650 in cash, repayment of $1,833 in debt to HHE's 80% holder and an earn-out. The results of HHE have been consolidated into the Company's financial statements since October 31, 2016. Prior to the acquisition of 100% ownership in December 2017, the Company allocated income and losses to the noncontrolling interest based on ownership percentage.

In February 2018, the Company closed on an additional 33% ownership interest in Soundperience, bringing its total ownership to 49% and its total investment to 1,500 Euros consisting of an equity investment and license agreement. Soundperience has designed self-fitting hearing aid technology. The Company does not anticipate the Soundperience business will have a notable financial impact on operating results, but rather will provide the Company with exclusive access in the United States to critical software technology. Soundperience's self-fitting hearing aid technology is being used in the German market today, most notably through Signison, the Company's joint venture with the majority owner of Soundperience. Soundperience is accounted for in the Company's financial statements using the equity method in 2018, however, it was accounted for using the cost method in 2017.

The Company's significant accounting policies are detailed in "Note 1: Summary of Significant Accounting Policies" of the Company's Annual Report on Form 10-K for the year ended December 31, 2017. In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09 "Topic 606. Revenue from Contracts with Customers" (Topic 606). Topic 606 supersedes the revenue recognition requirements previously set forth in the Accounting Standards Codification (ASC) Topic 605 "Revenue Recognition," and requires entities to recognize revenue when control of the promised goods or services is transferred to customers at an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The Company adopted Topic 606 with a date of initial application of January 1, 2018. The Company applied Topic 606 retrospectively using the practical expedient in ASC 606-10-65-1(f)(3). The Company notes that all previously reported historical amounts are adjusted for the impact of ASC 606

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

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 medical biotelemetry market, the emerging value based hearing healthcare market, the hearing health direct to consumer market and the professional audio communication market. Revenue from markets is reported on the respective medical biotelemetry, hearing health, hearing health direct to consumer and professional audio lines in the discussion of our results of operations in “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 16 “Revenue by Market” to the Company’s consolidated condensed financial statements included herein.

Hearing Healthcare Market

In the United States alone, there are approximately 40 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, 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. Along with this, the legacy channel is an oligopoly of five large hearing aid manufacturers who utilize bricks and mortar and licensed audiologists to sell devices while controlling the channel dynamics.

The average cost of a hearing aid sold 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 legacy channel pushes all hearing impaired through the same inefficient, 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 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, among other things, gather stakeholder and public input on draft guidance related to the agency's premarket requirements for hearing aids and PSAPs. The FDA's intent was to consider ways in which it can most effectively regulate hearing aids to promote accessibility and affordability while encouraging innovation. 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.

Furthermore, there have been significant public policy developments during 2017. On August 18, 2017, President Donald Trump signed into law H.R. 2430, the FDA Reauthorization Act of 2017, which includes a section concerning the regulation of over-the-counter ("OTC") hearing aids. The law is designed to enable adults with mild to moderate hearing loss to access OTC hearing aids without being seen by a hearing care professional. The law requires the FDA to create and regulate a category of OTC hearing aids to ensure they meet the same high standards for safety, consumer labeling, and manufacturing protection that all other medical devices must meet. Additionally, the law mandates that the FDA establish an OTC hearing aid category for adults with "perceived" mild to moderate hearing loss within three years of passage of the legislation. The FDA also must finalize a rule within 180 days after the close of the comment period, detailing what level of safety, labeling and consumer protections will be included. We believe this law has the potential to remove the significant barriers existing today that prevent innovative hearing health solutions. We believe that this law will invigorate competition, spur innovation and facilitate the development of an ecosystem of hearing health care that provides affordable and accessible solutions to millions of unserved or underserved Americans. Today, IntriCon serves both the value-based hearing healthcare channel and the legacy hearing health channel.

Value-Based Hearing Healthcare

The Company believes the value-based hearing healthcare (VBHH) market offers significant growth opportunities. In contrast to the legacy channel dynamics, the VBHH market channel is flexible and able to serve the end consumer through a variety of modalities which may include remote fittings, customer support call centers and bricks and mortar stores. The average price of a hearing aid sold through this channel is less than twenty-five percent of the average $2,400 device price typically sold through the legacy channel. The Company recently commissioned an ethnographic research study, which identified a $3+ billion annual value-based hearing healthcare market opportunity. In addition, this study assisted us in identifying our customer, various customer segmentations and personas. To best approach this market opportunity, we have focused our efforts to serve both the value-based Direct-to-End-Consumer (DTEC) and value-based Indirect-to-End-Consumer (ITEC) channels. Over the past decade we have invested in the manufacturing footprint, product technology and fitting software to provide individuals access to affordable, quality outcomes-based hearing healthcare.

Our DTEC represents a channel that sells products and services directly to the end consumer, which today consists of our HHE business. In December of 2017, we purchased the remaining 80% of HHE, a direct-to-consumer mail order hearing aid provider. However, the Company has been preparing to address this market long before the acquisition of HHE and in fact has spent the last decade investing in the technology and low-cost manufacturing to design and build superior devices and fitting solutions. With this acquisition, we believe 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. The Company's devices and technologies coupled with HHE's high-touch care, outcomes based, and hassle free telemedicine model has created a complete eco-system of hearing healthcare in which the Company intends to serve the $3+ billion market. 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. HHE provides an efficient, 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.

The Company is also focused on serving its value-based ITEC customers, who also sell products and services directly to the end consumer. We have established ourselves as a leader in supplying this portion of the market with advanced, outcome-based products and accessories. The Company has formed strong relationships with various customers in the channel, including insurance providers, and geriatric product retailers and other DTC hearing aid providers.

In February 2018, we acquired an additional 33% ownership interest in Soundperience for 1,100 Euros, bringing our total ownership to 49% and our total investment to 1,500 Euros. Soundperience has designed self-fitting hearing aid technology. Soundperience’s self-fitting hearing aid technology is being used in the German market today, most notably through our Signison joint venture with the majority owner of Soundperience.

We believe strongly that incorporating self-fitting technology is a critical step in creating our high-quality, low-cost hearing healthcare ecosystem. Soundperience's technology has the potential to drastically reduce the price of hearing aids, drive greater access and increase customer satisfaction.

Legacy Hearing Health Channel

We also believe there are niches in the legacy hearing health channel that will embrace our outcomes-based products and technologies in the United States and Europe. High costs of legacy 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.

Medical Biotelemetry

In the medical biotelemetry market, the Company is focused on sales of biotelemetry devices for life-critical diagnostic monitoring. The Company manufactures microelectronics, micro-mechanical assemblies, high-precision injection-molded plastic components and complete biotelemetry devices for emerging and leading medical device manufacturers. The medical industry is faced with pressures to reduce the cost of healthcare. Driven by its core technologies, 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 presence in the diabetes and cardiac-catheter positioning markets. For diabetes, IntriCon works with Medtronic to manufacture their wireless continuous glucose monitors (CGM), sensors assemblies, and accessories associated with Medtronic's insulin pump and CGM system. In August 2016, the FDA approved the MiniMed 630G system which is intended to replace Medtronic's MiniMed 530G system. In September 2016, the FDA approved the next generation MiniMed 670G insulin pump system, which IntriCon components are also designed into. The MiniMed 670G is the world's first hybrid closed loop insulin delivery system and we are excited that our components are designed into and support such a revolutionary diabetes management system. In June 2017, the 670G was launched in the U.S. and Medtronic began fulfilling orders from patients enrolled in their Priority Access Program. In parallel, Medtronic began taking new orders from interested customers who want to be next in line to receive the system after the Priority Access orders are filled. In March 2018, the FDA approved the Guardian Connect, Medtronic's standalone CGM system that allows patients to stay ahead of high and low glucose events. 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.

During the first half of the year, IntriCon began operations in its newly leased 37,000 square foot manufacturing and clean room facility located in Arden Hills, Minnesota to support medical biotelemetry volume increases. In conjunction with the volume increases, over the last several quarters, key medical biotelemetry customers have invested, or made commitments to invest, in several million dollars in capital equipment. The additional manufacturing floor space is designed to accommodate robotic assembly of medical biotelemetry components and systems. Along with the added space, IntriCon also is increasing its molding capacity.

IntriCon intends to target new customers that serve the emerging biotelemetry and home care markets that could benefit from IntriCon's 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.

To provide greater financial and operational focus, IntriCon made the strategic decision to divest its non-core cardiac diagnostic monitoring business in 2016. The Company sold this business on February 17, 2017 to Datrix, LLC.

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.

Core Technologies Overview

Our core technologies expertise is focused on three main markets: medical biotelemetry, value based hearing healthcare and professional audio communications. Over the past several years, the Company has increased investments in the continued development of five critical core technologies: Ultra-Low-Power (ULP) Digital Signal Processing (DSP), ULP Wireless, Fitting Software, Microminiaturization, and Miniature Transducers. These five 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. 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, including diabetes monitoring and audio streaming for hearing devices.

IntriCon is in the final stages of commercializing its 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 ten meters. The Physiolink3 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, what we believe, are 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.

Fitting Software

The ability to efficiently and effectively fit hearing aids is critical to building a value based eco-system of hearing healthcare. By developing more advanced fitting software systems, individuals can benefit from fittings that conform to their specific loss, while eliminating the need for an in-person appointment. In addition to the traditional fitting software, IntriFit, used in the conventional channel, IntriCon has made significant investments in various advanced fitting software solutions, including its investment in Soundperience, that can enable remote and self-fitting solutions. IntriCon believes these advanced fitting solutions, along with the other components of the eco-system, will drive access, affordability and superior customer satisfaction to the millions of individuals that cannot receive care today, primarily due to high cost and low access.

In February 2018, we acquired an additional 33% ownership interest in Soundperience bringing out total ownership to 49%. Soundperience has developed the Sentibo Smart Brain System, the first psycho-acoustic way of analyzing peripheral hearing and central hearing processing. It was developed by an international research team based on the latest scientific findings from the fields of audiology and brain research. The software is a sophisticated self-fitting hearing aid and brain training software technology that is being used in the German market today, most notably through our Signison joint venture. We view this software technology as a critical component to our domestic value-based hearing healthcare model. Sentibo, as well as our other proprietary fitting systems, are designed to improve both channel productivity and the quality of first-time fittings, resulting in lower prices, greater access and increased customer satisfaction. IntriCon expects to introduce our advanced fitting solutions through our various VBHH channels later in 2018.

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 that with the increase of greater interventional care, our coil technology harbors significant value.

Forward-Looking and Cautionary Statements

Certain statements included in this Quarterly Report on Form 10-Q or documents the Company files with the Securities and Exchange Commission, which are not historical facts, or that include forward-looking terminology such as "may", "will", "believe", "anticipate", "expect", "should", "optimistic" "continue", "estimate", "intend", "plan", "would", "c "potential", "opportunity", "project", "forecast", "confident", "projections", "schedule", "designed", "future", "discussion", "if 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 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Notes to the Company's Condensed Consolidated Financial Statements" such as net operating loss carryforwards, the ability to meet cash requirements for operating needs, the ability to meet liquidity needs, assumptions used to calculate future level of funding of employee benefit plans, the adequacy of insurance coverage and the impact 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, strategic alliances and their benefits, government regulation, potential increases in demand for the Company's products, the Company's ability to meet working capital requirements, the Company's business strategy, the expected increases in operating efficiencies, anticipated trends in the Company's markets, estimates of goodwill impairments and amortization expense of other intangible assets, the effects of changes in accounting pronouncements, the effects of litigation and the amount of insurance coverage and statements as to trends or the Company's or management's beliefs, expectations and opinions.

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

our ability to successfully implement our business and growth strategy;

risks arising in connection with the insolvency of our former subsidiary, Selas SAS, and potential liabilities and actions arising in connection with the insolvency;

the volume and timing of orders received by the Company, particularly from Medtronic and hi Health;

changes in estimated future cash flows;

our ability to collect our accounts receivable;

foreign currency movements in markets that we serve;

changes in the global economy and financial markets;

weakening demand for our products due to general economic conditions;

changes in the mix of products sold;

our ability to meet demand;

changes in customer requirements;

timing and extent of research and development expenses;

FDA approval, timely release and acceptance of our products and the products of our customers;

competitive pricing pressures;

pending and potential future litigation;

cost and availability of electronic components and commodities for our products;

our ability to create and market products in a timely manner and develop products that are inexpensive to manufacture;

the loss of one or more of our major customers;

our ability to identify, complete and integrate acquisitions;

effects of legislation;

effects of foreign operations;

our ability to develop new products;

our ability to recruit and retain engineering and technical personnel;

the costs and risks associated with research and development investments;

our ability and the ability of our customers to protect intellectual property;

cybersecurity threats;

loss of members of our senior management team; and

other risk factors set forth in our most recent Annual Report on Form 10-K or any prior Quarterly Report on Form 10-Q, which are incorporated by reference into this Report.

For a description of these and other risks, see Part I, “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, and other risks described elsewhere in this Quarterly Report on Form 10-Q, or in other filings the Company makes from time to time with the Securities and Exchange Commission. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

Critical Accounting Policies

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

Certain accounting estimates and assumptions are particularly sensitive because their significance to the consolidated condensed financial statements and the possibility that future events affecting them may differ markedly. The accounting policies of the Company with significant estimates and assumptions include the Company’s revenue recognition, accounts receivable reserves, inventory valuation, goodwill, long-lived assets, deferred taxes policies and employee benefit obligations. These and other significant accounting policies are described in and incorporated by reference from “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and Note 1 to the financial statements contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. Please refer to Note 4 for an update to our accounting polices due to Topic 606.

Results of Operations

Sales, net

Our net sales are comprised of two segments: our body-worn device segment (consisting of three main markets: medical biotelemetry, hearing health and professional audio) and our hearing health direct-to-consumer segment. Below is a summary of our sales by main markets for the three and nine months ended September 30, 2018 and 2017:

			Change		
Three Months Ended September 30	**2018**	**2017**	**Dollars**	**Percent**	
Medical Biotelemetry	$19,356	$15,468	$3,888	25.1	%

Hearing Health	7,284	6,215	1,069	17.2	%
Hearing Health Direct-to-Consumer	1,490	1,763	(273)	-15.5	%
Professional Audio Communications	2,004	1,615	389	24.1	%
Consolidated Net Sales	$30,134	$25,061	$5,073	20.2	%
Nine Months Ended September 30					
Medical Biotelemetry	$55,487	$41,220	$14,267	34.6	%
Hearing Health	19,484	18,487	997	5.4	%
Hearing Health Direct-to-Consumer	5,333	4,588	745	16.2	%
Professional Audio Communications	5,353	4,505	848	18.8	%
Consolidated Net Sales	$85,657	$68,800	$16,857	24.5	%

For the three and nine months ended September 30, 2018, we experienced increases of 25.1% and 34.6% in net sales in the medical biotelemetry market compared to the same periods in 2017. Medtronic revenues were up significantly for the three and nine months ended September 30, 2018 while the rest of the medical biotelemetry segment remained stable. IntriCon currently serves this market by offering medical manufacturers the capabilities to design, develop and manufacture medical devices that are easier to use, are more miniature, use less power, and are lighter. IntriCon has a strong presence in the diabetes market with its Medtronic partnership. The Company believes there are growth opportunities in this market 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 three and nine months ended September 30, 2018 increased 17.2% and 5.4%, respectively, compared to the same periods in 2017. The increase for the three months ended September 30, 2018 was primarily due to an increase in the traditional hearing healthcare market. The increase for the nine months ended September 30, 2018 was primarily due to an increase in in the value-based hearing health care market partially offset by a decrease in the traditional hearing health market. The Company is optimistic about the progress that has been made and the long-term prospects of the value based hearing healthcare market. Market dynamics, such as low penetration rates, an aging population, regulatory scrutiny, and the need for reduced cost and convenience, have resulted in the emergence of alternative care models, such the insurance channel and PSAP channel. IntriCon believes it is very well positioned to serve these value based hearing healthcare market channels. The Company will be 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.

Net sales in our hearing health direct-to-consumer business for the three and nine months ended September 30, 2018 decreased 15.5% and increased 16.2% compared to the same periods in 2017. The Company believes the decrease for the three months ended September 30, 2018 was a temporary decline as hearing aid orders have strengthened over the last few months putting the fourth quarter on pace for an improved quarter. The increase for the nine-months ended September 30, 2018 was primarily due to an increase in advertising, which drove a larger customer base.

Net sales to the professional audio device sector increased 24.1% and 18.8% for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. 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 three and nine months ended September 30, 2018 and 2017, was as follows:

	2018		2017		Change	
Three Months Ended September 30	**Dollars**	**Percent of Sales**	**Dollars**	**Percent of Sales**	**Dollars**	**Percent**
Gross Profit	$9,525	31.6 %	$7,727	30.8 %	$1,798	23.3 %
Nine Months Ended September 30						
Gross Profit	$27,926	32.6 %	$20,200	29.4 %	$7,726	38.2 %

The 2018 gross profit increase over the comparable prior year periods was primarily due to higher overall sales volumes slightly offset by a less favorable sales mix and ramp-up costs associated with the new manufacturing facility.

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

Sales and marketing, general and administrative and research and development expenses for the three and nine months ended September 30, 2018 and 2017 were as follows:

	2018		2017		Change	
Three Months Ended September 30	**Dollars**	**Percent of Sales**	**Dollars**	**Percent of Sales**	**Dollars**	**Percent**
Sales and Marketing	$3,009	10.0 %	$2,342	9.3 %	$667	28.5 %
General and Administrative	3,232	10.7 %	2,698	10.8 %	534	19.8 %
Research and Development	1,251	4.2 %	1,047	4.2 %	204	19.5 %
Nine Months Ended September 30						
Sales and Marketing	$8,729	10.2 %	$6,857	10.0 %	$1,872	27.3 %
General and Administrative	9,434	11.0 %	7,961	11.6 %	1,473	18.5 %
Research and Development	3,693	4.3 %	3,312	4.8 %	381	11.5 %

Sales and marketing expenses increased over the prior year periods due to increased hearing health direct-to-end-consumer advertising spending, bad debt expense, other outsider services and support costs. General and administrative and research and development expenses were greater than the prior year periods primarily due to increased other external services and support costs to drive business growth.

Interest expense, net

Net interest expense for the three and nine months ended September 30, 2018 was $48 and $453 compared to $177 and $548 for the comparable three and nine month periods in 2017. This decrease is due to a payoff of most of our debt along with us collecting $102 of interest income on our available for sales securities during the third quarter of 2018.

Other expense

Other expense for the three and nine months ended September 30, 2018 was $179 and $580 compared to other expense of $337 and $328 for the same periods in 2017. The change in other expense primarily related to losses incurred in our partnerships accounted for under the equity method during the current periods.

Income tax expense (benefit)

Income tax expense (benefit) for the three and nine months ended September 30, 2018 was $(97) and $358 compared to $47 and $165 for the same periods in 2017. The benefit for the three months ended September 30, 2018 is based on estimated annual income taxes. The expense for the nine months ended September 30, 2018 was primarily due to taxes paid by our foreign operations.

Liquidity and Capital Resources

As of September 30, 2018, we had $46,240 of cash, cash equivalents and restricted cash on hand. Sources of our cash for the nine months ended September 30, 2018 were from our financing activities, as described below. The Company’s cash flows from operating, investing and financing activities, as reflected in the statement of cash flows, are summarized as follows:

	Nine Months Ended	
	September 30, 2018	September 30, 2017
Cash provided by (used in):		
Operating activities	$(2,712)	$ 3,109
Investing activities	(4,339)	(1,714)
Financing activities	52,300	(2,040)
Effect of exchange rate changes on cash	(26)	364
Net increase (decrease) in cash	$45,223	$ (281)

Net cash used in operations of $2,712 was primarily driven by increases in contract assets, accounts receivable and inventory partially offset by net income of $4,679, add backs for non-cash depreciation and stock-based compensation along with an increase in accounts payable.

Net cash used in investing activities of $(4,339) consisted primarily of $3,496 of purchases of property, plant and equipment.

Net cash provided in financing activities of $52,300 was comprised primarily of proceeds from the issuance of common stock, net of cost, of $88,967 partially offset by repayments of borrowings of $(25,539) and the payments for repurchase of common stock and related costs of $(25,907).

The Company had the following bank arrangements:

	September 30, 2018	December 31, 2017
Total borrowing capacity under existing facilities	$ 13,069	$ 19,545
Facility borrowings:		
Domestic revolving credit facility	—	4,000
Capital expenditure loan facility	—	—
Domestic term loan	—	6,250
Foreign overdraft and letter of credit facility	272	1,250
Total borrowings and commitments	272	11,500
Remaining availability under existing facilities	$ 12,797	$ 8,045

During the third quarter, we utilized proceeds from our equity offering (see Note 13) and paid down all of our domestic debt and most of our foreign debt. We plan on paying off the remaining foreign debt during the fourth quarter of 2018.

Domestic Credit Facilities

The Company and its domestic subsidiaries are parties to a credit facility with CIBC Bank USA (formerly known as The PrivateBank and Trust Company). The credit facility, as amended through September 30, 2018, provides for a $11,000 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. The credit facility matures on December 15, 2022.

The Company was in compliance with the financial covenants under the facility as of September 30, 2018.

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.

Capital Adequacy

We believe that funds raised from our recent equity offering and funds expected to be generated from operations, the available borrowing capacity under our revolving credit and capital expenditures loan facilities will be sufficient to meet our anticipated cash requirements for operating needs and for repayment of maturing debt for at least the next [12] months. While management believes that we will be able to meet our liquidity needs for at least the next [14] months, no assurance can be given that we will be able to do so.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

ITEM 4. Controls and Procedures

The Company's management, with the participation of its chief executive officer and chief financial officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of September 30, 2018 (the "Disclosure Controls Evaluation"). Based on the Disclosure Controls Evaluation, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures were effective to provide a reasonable level of assurance that: (i) information required to be disclosed by the Company in the reports the Company files or submits under the Securities Exchange Act of 1934, as amended ("Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) information required to be disclosed in the reports the Company files or submits under Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure, all in accordance with Exchange Act Rule 13a-15(e).

There were no changes in the Company's internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), during the quarter ended September 30, 2018, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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

PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

The information contained in note 14 to the Consolidated Condensed Financial Statements in Part I of this quarterly report is incorporated by reference herein.

ITEM 1A. Risk Factors

In addition to the foregoing and the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2017, which could materially affect the Company’s business, financial condition or future results. The risk factors in the Company’s Annual Report on Form 10-K have not materially changed. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

Issuer Purchases of Equity Securities

The following table contains information relating to the repurchases of our common stock made by us in the quarter ended September 30, 2018.

	Number of Shares Purchased As Part of	Maximum Number of Shares That May Yet Be

Period	Number of Shares Purchased(1)	Average Price Paid per Share	Publicly Announced Plans or Programs	Purchased Under the Plans or Programs
July 1-31, 2018	—	—	—	—
August 1-31, 2018	500	$ 51.70	—	—
September 1-30, 2018	—	—	—	—
Total	500	$ 51.70	—	—

(1) Represents the repurchase of our common stock from certain of our directors and officers made pursuant to an Equity Purchase Agreement entered into between us and such persons. We repurchased the shares at a price per share equal to the net proceeds per share to us, before expenses, from our public offering in August 2018. This repurchase was not made pursuant to a publicly announced plan or program to repurchase our stock.

ITEM 3. Defaults upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures.

Not applicable.

ITEM 5. Other Information

None.

ITEM 6. Exhibits

(a) Exhibits

10.1	Twelfth Amendment to Loan and Security Agreement among the Company, IntriCon, Inc., Hearing Help Express, Inc. and CIBC Bank USA (formerly known as The PrivateBank and Trust Company), dated as of July, 23, 2018. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018).
10.2	Amended and Restated Revolving Note from the Company, IntriCon, Inc. and Hearing Help Express, Inc. to CIBC Bank USA (formerly known as The PrivateBank and Trust Company), dated July, 23, 2018. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018).
10.3	Amended and Restated CapEx Note from the Company, IntriCon, Inc. and Hearing Help Express, Inc. to CIBC Bank USA (formerly known as The PrivateBank and Trust Company), dated July, 23, 2018. (Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018).
31.1*	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of principal executive officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of principal financial officer to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from IntriCon Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Condensed Balance Sheets as of September 30, 2018, (Unaudited) and December 31, 2017; (ii) Consolidated Condensed Statements of Operations (Unaudited) for the Three and Nine Months Ended September 30, 2018, and 2017; (iii) Consolidated Condensed Statements of Comprehensive Income (Loss) (Unaudited) for the Three and Nine Months Ended September 30, 2018, and 2017; (iv) Consolidated Condensed Statements of Cash Flows (Unaudited) for the Nine Months Ended September 30, 2018, and 2017; and (v) Notes to Consolidated Condensed Financial Statements (Unaudited)*

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTRICON
CORPORATION
(Registrant)

Date: November 14, 2018 By:/s/ Mark S. Gorder
Mark S. Gorder
President and Chief
Executive Officer
(principal executive
officer)

Date: November 14, 2018
By:/s/ Scott Longval
Scott Longval
Chief Financial Officer
and Treasurer
(principal financial
officer)