
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **March 11, 2024**

ClearOne, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-33660

(Commission File Number)

87-0398877

(I.R.S. Employer Identification No.)

5225 Wiley Post Way, Suite 500, Salt Lake City, Utah

(Address of principal executive offices)

84116

(Zip Code)

+1 (801) 975-7200

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.001

Trading Symbol(s)
CLRO

Name of each exchange on which registered
The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 11, 2024, ClearOne, Inc. (the “Company”) announced that the Company’s Board of Directors has declared a special one-time cash dividend of \$0.50 per share of the Company’s common stock, payable on April 10, 2024 to shareholders of record on April 2, 2024. FINRA UPC (Uniform Practice Code) Rule 11140 provides that, in respect to dividends or distributions that are twenty-five percent or greater of the value of the subject security, the ex-dividend date shall be the first business day following the payable date. Accordingly, a stockholder of the Company that sells shares of the Company’s common stock on or prior to the payment date of April 10, 2024 will not receive the one-time special cash dividend for the Company shares that are sold.

A copy of the Company’s press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Press Release of ClearOne, Inc. dated March 11, 2024.
104.1	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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 hereunto duly authorized.

CLEARONE, INC.

Date: March 11, 2024

By: /s/ Derek Graham
Derek Graham
Chief Executive Officer

ClearOne Announces a Special One-time Cash Dividend

SALT LAKE CITY - (BUSINESS WIRE) – March 11, 2024 - ClearOne (NASDAQ: CLRO) today announced that its Board of Directors has declared a one-time special cash dividend of \$0.50 per share of ClearOne common stock, payable on April 10, 2024 to shareholders of record on April 2, 2024. Because the special cash dividend exceeds twenty-five percent (25%) of the value of the Company's common stock, in accordance with FINRA UPC (Uniform Practice Code) Rule 11140, a stockholder of the Company that sells shares of the Company's common stock on or prior to the payment date of April 10, 2024 will not receive the one-time special cash dividend for the Company shares that are sold.

"We have decided to share this surplus with our shareholders, who continue to support the Company's strategy and vision for future growth," said Derek Graham, Chief Executive Officer of ClearOne. "We believe the company has an achievable plan to return to revenue growth and profitability."

Even though this dividend announcement is a special one-time event, the declaration of dividends in the future is subject to the discretion of the ClearOne Board of Directors, which will evaluate the possibility of future dividend distributions from time-to-time based on factors that the Board of Directors deem relevant. However, no additional dividends have been authorized nor are contemplated at this time.

About ClearOne

ClearOne is a global market leader enabling conferencing, collaboration, and network streaming solutions. The performance and simplicity of its advanced, comprehensive solutions offer unprecedented levels of functionality, reliability, and scalability. Visit ClearOne at www.clearone.com.

This release contains "forward-looking" statements that are based on present circumstances and on ClearOne's predictions with respect to events that have not occurred, that may not occur, or that may occur with different consequences and timing than those now assumed or anticipated. Such forward-looking statements, including the expected future payment of dividends and any statements of the plans and objectives of management for future operations and forecasts of future growth and value, are not guarantees of future performance or results and involve risks and uncertainties that could cause actual events or results to differ materially from the events or results described in the forward-looking statements. Such forward-looking statements are made only as of the date of this release and ClearOne assumes no obligation to update forward-looking statements to reflect subsequent events or circumstances. Readers should not place undue reliance on these forward-looking statements.

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Source: ClearOne, Inc.