

**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): **June 30, 2025 (June 30, 2025)**

**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© under the Exchange Act (17 CFR 240.13e-4©)

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.

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

**Item 8.01 Other Events.**

On June 30, 2025, ClearOne, Inc., a Delaware corporation (the “Company”), announced that the Company’s Board of Directors has declared a one-time special stock dividend (the “Special Stock Dividend”) on the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”), and any Common Stock equivalents with dividend rights (the “Common Stock Equivalents”), to provide its legacy stockholders with a 100% stake in the proceeds from any eventual sale of all or substantially all of the Company’s current assets and operations in one or more transactions (collectively, the “Asset Sale”).

This Special Stock Dividend is part of the Company’s ongoing strategic process and in support of its previously disclosed plan to pursue one or more transactions, including the Asset Sale, and involves issuing to holders of Common Stock and Common Stock Equivalents one share of the Company’s Class A Redeemable Preferred Stock, par value \$0.001 per share (the “Class A Preferred Stock”), for every issued and outstanding share of Common Stock and Common Stock Equivalent. Upon the completion of any Asset Sale, which may occur in one or a series of transactions, the Class A Preferred Stock shall be redeemed by the Company for 100% of the net proceeds of any such Asset Sale.

The Board of Directors has fixed July 11, 2025 as the record date (the “Record Date”) for the Special Stock Dividend, and the Special Stock Dividend will be payable on July 18, 2025 to stockholders of record as of the Record Date. Because the Special Stock Dividend exceeds twenty-five percent (25%) of the value of the Common Stock, in accordance with FINRA UPC (Uniform Practice Code) Rule 11140, a stockholder of the Company that sells shares of Common Stock on or prior to the payment date of July 18, 2025 will not receive the Special Stock Dividend for the shares of Common Stock that are sold.

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	<a href="#">Press Release of ClearOne, Inc. Dated June 30, 2025.</a>
104.1	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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**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: June 30, 2025

By: */s/ Derek Graham*

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Derek Graham

Chief Executive Officer

## ClearOne, Inc. Announces a Special One-time Stock Dividend

SALT LAKE CITY - (BUSINESS WIRE) – June 30, 2025 - ClearOne (NASDAQ: CLRO) today announced that its Board of Directors has declared a one-time special stock dividend on the Company's issued and outstanding shares of common stock, par value \$0.001 per share (the "Common Stock"), and any Common Stock equivalents with dividend rights (the "Common Stock Equivalents"), to provide its legacy stockholders with a 100% stake in the proceeds from any eventual sale of all or substantially all of the Company's current assets and operations in one or more transactions (collectively, the "Asset Sale").

This Special Stock Dividend is part of the Company's ongoing strategic process and in support of its previously disclosed plan to pursue one or more transactions, including the Asset Sale, and involves issuing to holders of Common Stock and Common Stock Equivalents one share of the Company's Class A Redeemable Preferred Stock, par value \$0.001 per share (the "Class A Preferred Stock"), for every issued and outstanding share of Common Stock and Common Stock Equivalent. Upon the completion of any Asset Sale, which may occur in one or a series of transactions, the Class A Preferred Stock shall be redeemed by the Company for 100% of the net proceeds of any such Asset Sale.

The Special Stock Dividend will be payable on July 18, 2025 to stockholders of record as of July 11, 2025. Because the Special Stock Dividend exceeds twenty-five percent (25%) of the value of the Common Stock, in accordance with FINRA UPC (Uniform Practice Code) Rule 11140, a stockholder of the Company that sells shares of Common Stock on or prior to the payment date of July 18, 2025 will not receive the Special Stock Dividend for the shares of Common Stock that are sold.

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](http://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 sales of the Company's assets, payment of dividends, redemption of the Class A Preferred Stock, 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.*

### Investor Relations Contact:

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